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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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: (850)922-4001

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone

Fax Number

: (305)541-3694 : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

POP MEDIA PUBLISHING, INC.

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ARTICLES OF INCORPORATION FOR POP Media Publishing, Inc.

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: POP Media Publishing, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

POP Media Publishing, Inc. % Alexander Sueiro 1001 Brickell Bay Drive, Suite 900 Miami, Florida 33131

ARTICLE III: PURPOSE

The purpose of this corporation shall be: music publishing

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$1.00 EACH

THIS INSTRUMENT PREPARED BY: JOSE L. BALOYRA, ESQ. 1101 BRICKELL AVENUE SOUTH TOWER, SUITE 702 MIAMI, FLORIDA 33131 Florida Bar # 84603 (305) 358 4800

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ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alexander Sueiro 1001 Brickell Bay Drive, Suite 900 Miami, Florida 33131

ARTICLE VI: BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

Carlos Ponce % Alexander Sueiro 1001 Brickell Bay Drive, Suite 900 Miami, Florida 33131

ARTICLE VII: OFFICERS

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Carlos Ponce

% Alexander Sueiro

1001 Brickell Bay Drive, Suite 900

Miami, Florida 33131

VICE PRESIDENT

Carlos Ponce

% Alexander Sueiro

1001 Brickell Bay Drive, Suite 900

Miami, Florida 33131

SECRETARY

Carlos Ponce

% Alexander Sueiro

1001 Brickell Bay Drive, Suite 900

Miami, Florida 33131

TREASURER

Carlos Ponce

% Alexander Sueiro

1001 Brickell Bay Drive, Suite 900

Miami, Florida 33131

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ARTICLE VIII: INCORPORATORS

The name and address of the incorporator to these Article of Incorporation shall be:

Carlos Ponce
% Alexander Sueiro
1001 Brickell Bay Drive, Suite 900
Miami, Florida 33131

The undersigned has/have executed these Articles of Incorporation this 12 day of July, 1999.

Carlos Ponce, as INCORPORATOR

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Alexander Sueiro, as REGISTERED AGENT

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SECRETARY OF STATE

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