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Elisabeth R. Salvadore, Esq.
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July 6, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
7-16-99

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-07/08/99--01021--016
*****78.50 *****78.50

In re: Talento Management Corp.
Filing Articles of Incorporation

Dear Division of Corporations:

Enclosed please find an original and one copy of the following documents:

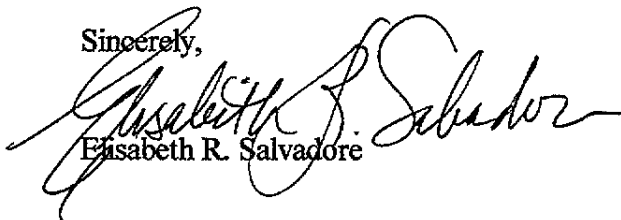
1. Articles of Incorporation; and
2. Designation and Acceptance of Registered Agent for a Florida Corporation.

FILED
99 JUL -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In addition, a check made payable to the Florida Department of State in the amount of \$78.75 is enclosed for the Filing Fee, Designation and a Certified Copy of these documents. Please return the copy in the enclosed self addressed stamped envelope.

Thank you for your assistance in this regard. If there are any questions, please do not hesitate to call.

Sincerely,


Elisabeth R. Salvadore

7/15/99
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EFFECTIVE DATE
7-6-99

ARTICLES OF INCORPORATION
TALENTO MANAGEMENT CORP.

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JUL - 8 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation.

- ARTICLE I: The name of this corporation is Talento Management Corp.
- ARTICLE II: The effective date of the corporation is July 6, 1999.
- ARTICLE III: The corporation is formed for the following purposes: to promote the careers of musicians, actors, models, and any other individual, and to enter into agreements of employment, and to act as agent, trustee, factor, or otherwise, either alone or in company with others; to promote or aid in any manner, financially or otherwise, any person, firm, association or corporation; and to carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem appropriate to improve the interests of the corporation, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, and to do any and all things set forth above to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations.
- Nothing contained in this statement shall be construed as giving the corporation any rights, powers or privileges not permitted to it by law, but the occurrence in any of the above clauses of this article of any purpose, power, or object prohibited by law in the State of Florida or any other state where the corporation is doing business shall not invalidate any other purpose, power or object of the corporation.
- ARTICLE IV: The principal place of business and mailing address of this corporation is 2401 Collins Avenue, Suite 805, Miami Beach, FL 33140.
- ARTICLE V: The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares and all with no par value. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders shall have a right to vote.
- ARTICLE VI: The Registered Agent of this corporation is Elisabeth Salvadore, Esq., 755 NE 32nd Street, Boca Raton, FL 33431.

Talento Management Corp.
Articles of Incorporation

ARTICLE VII: The name and address for the two (2) incorporators of this corporation are:

- (1) Rolando Fernandez
2401 Collins Avenue
Suite 805
Miami Beach, FL 33140

And

- (2) Carlos Alonso
2401 Collins Avenue
Suite 805
Miami Beach, FL 33140

ARTICLE VIII: The number of directors constituting the initial board of directors is two (2), and the names and titles of the persons who are to serve as initial directors are:

1. Rolando Fernandez, President, and
2. Carlos Alonso, Vice-President.

ARTICLE IX: The incorporators shall adopt the initial set of bylaws for this corporation.

ARTICLE X: The corporation reserves the right to amend, add to or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

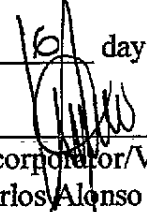
ARTICLE XI: The board of directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the bylaws of the corporation.

The undersigned have executed these Articles of Incorporation on this 16 day of July, 1999.


Incorporator/President
Rolando Fernandez

Date

7/6/99


Incorporator/Vice President
Carlos Alonso

Date

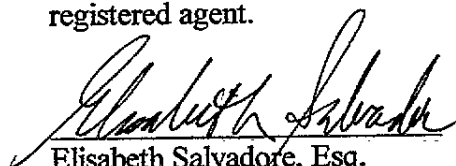
7/6/99

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.051 of the Florida Statutes, the undersigned corporation, Talento Management Corp., organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the corporation is Talento Management Corp.
2. The name and address of the Registered Agent is:
Elisabeth Salvadore, Esq.
755 NE 32nd Street
Boca Raton, FL 33431

Having been named as registered agent and to accept service of process for Talento Management Corp., at the place designated in this certificate, 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.


Elisabeth Salvadore, Esq.
Fla. Bar No. 0074500

7/6/99
Date

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99 JUL -8 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA