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A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141
(305) 868-5365

July 23, 1999

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Incorporation of Musicalizando Corporation.

Gentlemen:

Please file the aforesaid corporation and return said
filed Articles and Resident Agent Form to:

A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate
check for the filing fees together with the Articles of
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do
not hesitate to call us at (305) 868-5365 or write to us at
the above styled address.

Sincerely yours,


Anthony L. Frullienque
A & T Accounting and Taxes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

at/IT

cc: Archived

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ARTICLES OF INCORPORATION
OF
Musicalizando Corporation

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

Musicalizando Corporation

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the business of developing products or services of any kind for, but not limited to music production, writing, composing, publishing, conducting, collection of copyright franchises and author's rights, editing, author copyright compensations and all related sales together with the authority to trademark, copyright and deal in music of any and all nature and kind.
- 2.) To engage in the business of developing products or services of any kind of, but not limited to sale through retail, Direct Response, Radio, print, World Wide Web or other means;
- 3.) To engage in the development of promotions, marketing media, advertising or any and all other related methods of sale and promotions;
- 4.) To engage in joint ventures with other companies, persons, corporations or entities to further develop, promote, sell any products or services;
- 5.) To engage in the business of advertising, marketing, promotions and public relations including but not limited to the following;
- 6.) To engage in the business of Video, Audio, Print and Film Production related and nonrelated to advertising, marketing, promotions and public relations;
- 7.) To engage in the business of Sales and Rental of Video, audio and Film equipment;
- 8.) To engage in the business of wholesale and retail sales of any kind;
- 9.) To engage in the business of importing and exporting commodities, goods and any and all other materials, supplies and exportable items permitted under the respective laws of the corresponding jurisdiction;
- 10.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services and any and all activities arising from and in connection with tourism;

- 11.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be affected;
- 12.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 13.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, right easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 14.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all type of club related endeavor and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;
- 15.) To engage and/or carry on general construction, contracting, building, and realty management business, as principal, agent, representative, contractors, subcontractors, and in any other lawful capacity;
- 16.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Anthony L. Trullenque
7098 Bonita Drive
Miami Beach, Florida 33341

The corporate address and/or corporate headquarters shall be located at:

7098 Bonita Drive
Miami Beach, Florida 33341

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (2) directors initially. The name and address of the initial directors of the

corporation are:

Raul Rosero Polo, President (50%)
Transversal 14 # 119-64, Apt 102
Bogota, Colombia

Aura E. Perez A., Vice President (50%)
Transversal 14 # 119-64, Apt 102
Bogota Colombia

ARTICLE SEVEN
INCORPORATORS

The initial incorporators are as follows:

Raul Rosero Polo, President (50%)
Transversal 14 # 119-64, Apt 102
Bogota, Colombia

Aura E. Perez A., Vice President (50%)
Transversal 14 # 119-64, Apt 102
Bogota Colombia

ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

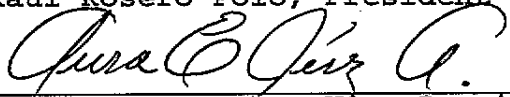
ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 23rd day of July, nineteen hundred and ninety-nine (1999).



Raul Rosero Polo, President (50%)



Aura E. Perez A., Vice President (50%)

STATE OF FLORIDA)
)
) S.S.
COUNTY OF DADE)
)


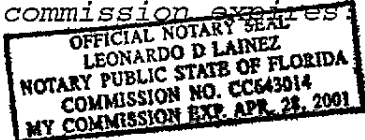
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, and City of Miami Beach, personally appeared :

Raul Rosero Polo, President (50% &
Aura E. Perez A., Vice President (50%)

and known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of July, nineteen hundred and ninety-nine (1999).

My commission expires:



Notary Public, State of
Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
AUG-22 PM 12:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That Musicalizando Corporation
is qualified to do business under the laws of the State of
Florida with its principal office at 7098 Bonita Drive,
City of Miami Beach, State of Florida, County of Miami-Dade,
and has appointed Anthony L. Trullenque, as it's agent
to accept Service of Process within this State and whose
address is: 7098 Bonita Drive, Miami Beach, Florida 33141.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 
Anthony L. Trullenque
REGISTERED AGENT