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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- KARIBE MUSIC INC
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
 99 AUG 27 AM 11:48
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

[Handwritten Signature]

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 -08/27/99-01053-010
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Examiner's Initials

ARTICLES OF INCORPORATION
OF

KARIBE MUSIC INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt and declare the following:

ARTICLE I

The name of the corporation shall be: Karibe Music Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and/or Territories of the United States of America, as fully and to the same extent as natural persons might do.

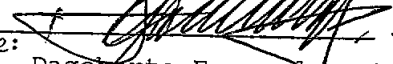
- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists, financiers, manufacturers agents, builders, brokers, dealers, and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, its agencies, business entities and individuals, etc. and to engage in any all other lawful acts in accordance with all applicable laws and regulations.
- C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified.
- D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to create issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligation.
- E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

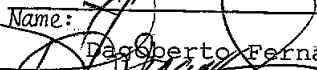
ARTICLE III

The maximum number of shares of stock of this corporation shall be 100 shares of common stock, said stock, having 100 par value of \$ 10.00 each and to fully paid and non-assessable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-laws of the corporation.

<u>NAMES AND ADDRESSES</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Dagoberto Fernandez, Jr. 8346 N.W. S. River Dr. # E Medley, Miami, Fl. 33166	37.50	\$ 375.00
Dagoberto Fernandez, Sr. 8346 N.W. S. River Dr. # E Medley, Miami, Fl. 33166	12.50	125.00

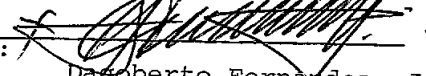
IN WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at Miami Florida, this 23rd day of August A.D. 19 99 for the uses and purposes aforesaid,

By: 
Name: Dagoberto Fernandez, Jr.

Name: 
Dagoberto Fernandez, Sr.

Name: Dagoberto Fernandez, Sr.

I the undersigned herein accept the appointment as resident agent

Name: 
Dagoberto Fernandez, Jr.

STATE OF FLORIDA)
)SS
COUNTY OF)

BEFORE ME, the undersigned authority, in and for said County and State, personally appeared _____

subscriber (s) and person (s)

described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that _____ did subscribe thereto freely and voluntary and did so for, the uses, and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this _____ day of _____, A.D. 19 _____.

Notary Public,
State of Florida at Large.

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TALLAHASSEE FLORIDA