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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**NUBE AZUL PRODUCTION, INC.**

Certificate of Status	0
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: HH9900000 21560 0

**ARTICLES OF INCORPORATION  
NUBE AZUL PRODUCTIONS, INC.**

Article I - Name

The name of this corporation is NUBE AZUL PRODUCTIONS, INC.

Article II - Purpose

This corporation is organized to produce, market, promote and otherwise deal in quality contemporary music, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Three Million (3,000,000) shares of one cent (1¢) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is c/o Juan Manuel Cao of 4419 SW 11 Street, Miami, Florida 33134. The name of the initial Registered Agent of this corporation is Juan Manuel Cao of 4419 SW 11 Street, Miami, Florida 33134.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial two (2) directors of this corporation are Juan Manuel Cao, of 4419 SW 11 Street, Miami, Florida 33134, and Ela M. Pestano of

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4419 SW 11 Street, Miami, Florida 33134, and Juan Manuel Cao shall also serve as the initial president, and Ela M. Pestano as the initial vice-president/treasurer/secretary of the corporation.

Article VII - Incorporators

The names and addresses of the persons signing these Articles are Juan Manuel Cao of 4419 SW 11 Street, Miami, Florida 33134, and Ela M. Pestano, also of 4419 SW 11 Street, Miami, Florida 33134.


Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this August 26, 1999.

  
\_\_\_\_\_  
Juan Manuel Cao

  
\_\_\_\_\_  
Ela M. Pestano

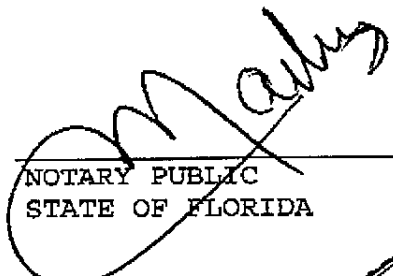
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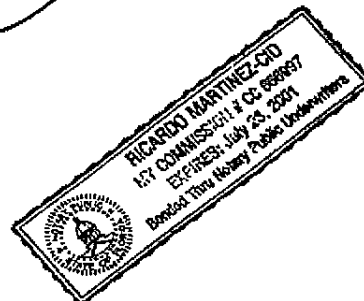
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STATE OF FLORIDA       )  
                              ) S.S.  
COUNTY OF Miami-DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Juan Manuel Cao and Ela M. Pestano, who provided their Florida Driver's licenses as identification, and they acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this August 26, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA



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CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:


That NUBE AZUL PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Juan Manuel Cao, located at 4419 SW 11 Street, Miami, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

**NUBE AZUL PRODUCTIONS, INC.**

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this August 26, 1999.

  
\_\_\_\_\_  
Juan Manuel Cao  
Registered Agent

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