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LAZARUS CORPORATE FILING SERVICE, INC.

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3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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*****78.75 *****78.75

OFFICE USE ONLY

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

1. ROCK ZANDO MUSIC, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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2:00



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Photocopy



Certificate of Status

RECEIVED
99 OCT 15 AM 11:38
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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

T BROWN OCT 15 1999

Examiner's Initials

ARTICLES OF INCORPORATION
OF

ROCK ZANDO MUSIC, INC.

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: Rock Zando 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, it's 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 A 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.

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ARTICLE IV

The amount of capital with which the corporation shall begin business shall be \$ 500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office and resident address of this corporation shall be 8346 N.W. S. River Drive, Suite # E, Medley, Miami, FL 33166. The corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and without the State of Florida and in such foreign countries as its Board of Directors may authorize.

ARTICLE VII

The resident agent of the corporation shall be:

<u>Dagoberto Fernandez, Jr.</u>	<u>8346 N.W. S. River Drive, Suite E,</u>
<u>Name</u>	<u>Address</u>
	<u>Medley, Miami, Fl. 33166</u>

The Board of Directors, in its discretion, may replace its resident agent at any time with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

ARTICLE VIII

The business and affairs of the corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with the provisions of these Articles of Incorporation.

ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are follows:

<u>Dagoberto Fernandez, Jr.</u>	Director & President
<u>[Signature]</u>	Secretary
<u>Treasurer</u>	Treasurer

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least \$ 500.00 are as follows:

NAMES AND ADDRESSES

SHARES

CONSIDERATION

Dagoberto Fernandez, Jr.
8346 N.W. S. River Dr., # E
Medley, Miami, Fl. 33166

50

\$ 500.00

IN WITNESS WHEREOF, the undersigned subscribe to this Certificate
of Incorporation at Miami, Florida, this 30th day of
September A.D. 19 99 for the uses and purposes aforesaid,

By: X

Name: Dagoberto Fernandez, Jr.

Name: _____

Name: _____

I the undersigned herein accept the appointment as resident agent

Name: X

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.