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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

STEP UP MUSIC, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

STEP UP MUSIC, INC.

The principal place of business of this corporation shall be:

780 81 STREET # 5
MIAMI BEACH, FLA 33141

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

- 1.000 SHARES PER U.S.\$ 1.00 PER VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

EMERSON DESOUZA. - PRESIDENT.

780 81 STREET # 5
MIAMI BEACH, FLA 33141

ARTICLE VI INCORPORATOR(S)


The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

EMERSON DESOUZA.
PRESIDENT.

780 81 STREET # 5
MIAMI BEACH, FLA 33141

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 24 th day of NOVEMBER 1999

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

STEP UP MUSIC, INC.

2. The name and address of the registered agent and office is:

EMERSON DESOUZA. - PRESIDENT. 780 81 STREET # 5

(P.O. BOX NOT ACCEPTABLE)

MIAMI BEACH, FLA 33141

(CITY/STATE/ZIP)

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SIGNATURE

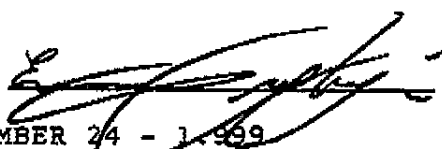


TITLE PRESIDENT.

DATE NOVEMBER 24 - 1.999

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE NOVEMBER 24 - 1.999