

P99000103869

WILLIAM A. MALNICK, ESQUIRE

NationsBank Tower---Suite 2700

100 S.E. 2nd Street

Miami, Florida 33131-2146

(305) 374-7415

Fax (305) 374-7441

September 7, 1999

Via Overnight mail

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
99 NOV 30 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed please find the Articles Of Incorporation for SUN & SHINE MUSIC, INC. along with my trust account check # 2446 in the amount of \$131.25 for the following items:

Filing Fees \$70.00

Certified Copies \$52.50

Certificate of Good Standing \$8.75

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09/13/99--01159--005
****131.25 *****87.50

An Overnight mail package is enclosed to send the above items to my office upon completion. If you have any questions please do not hesitate to call.

Very truly yours,

WILLIAM A. MALNICK

WAM/ta
enclosure

wam\kovacs\deptstat.ltr

~~99-000103869~~

T BROWN DEC - 1 1999

called 9/23 Did not return call



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

WILLIAM A. MALNICK, ESQ.
100 S.E. 2ND STREET, SUITE 2700
MIAMI, FL 33131-2146

SUBJECT: SUN & SHINE MUSIC, INC.
Ref. Number: W99000022441

We have received your document for SUN & SHINE MUSIC, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 099A00047462

WILLIAM A. MALNICK, ESQUIRE

NationsBank Tower---Suite 2700

100 S.E. 2nd Street

Miami, Florida 33131-2146

(305) 374-7415

Fax (305) 374-7441

November 29, 1999

Via Overnight mail

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: SUN & SHINE MUSIC, INC.

REFERENCE # W99000022441

LETTER # 099A00047462

NEW NAME SELECTED: LATINSOCA, INC.

ATTENTION: THERESA BROWN

As per our telephone conversation of early this afternoon, enclosed please find a copy of your September 29, 1999 letter, together with the original, and one copy, of the Articles of Incorporation on which I have changed the name of the Corporation from "SUN & SHINE MUSIC, INC." to "LATINSOCA, INC."

Please process this filing for us; if you have any questions, or if there are any other problems regarding this filing, please contact me.

Thank you in advance for your prompt attention to this file.

Very truly yours,


WILLIAM A. MALNICK

WAM/ta
enclosures

wam\kovacs\deptsta2.ltr

ARTICLES OF INCORPORATION

OF

LATIN SOCA
~~SUN & SHINE MUSIC, INC.~~

FILED
99 NOV 30 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: ~~SUN & SHINE MUSIC, INC.~~ LATIN SOCA

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To engage in any and all activities which are customary and proper in the Entertainment Industry, including but not limited to the entering into of contracts, the carrying on of negotiations, the solicitation of artists, engaging in the purchase and sale of lyrics and/or music;

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes, Chapter 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;

ARTICLES OF INCORPORATION

~~SUN & SHINE MUSIC, INC.~~
LATIN SOCA

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested;
To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;
To make donations for the public welfare or for charitable, scientific or educational purposes;
To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;
To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;
To have and exercise all powers necessary or convenient to effect its purposes;
To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$ 0.10 (10 cents).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

Evan R. Marks, Esq.
Marks & West, P.A.
NationsBank Tower, Ste. 2700
100 S.E. 2nd St.
Miami, Florida 33131-2146

ARTICLE VI

The initial Board of Directors shall consist of a total of 1 person(s), and the name and address of the person(s) who shall serve as an initial director(s) is:

ARTICLES OF INCORPORATION

~~SUN & SHINE MUSIC, INC.~~

LATIN SOCA

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Secretary	Suzanne Kovacs	NationsBank Tower, Ste. 3910 Miami, FL 33131

ARTICLE VII

The street address of the principal place of business is:

NationsBank Tower, Ste. 3910
100 S.E. 2nd St.
Miami, Florida 33131-2146

ARTICLE VIII

~~SUN & SHINE MUSIC, INC.~~, intends, shortly after the formation, to elect for treatment of ~~SUN & SHINE MUSIC, INC.~~, under Subchapter "S" for purposes of Federal Income Tax liability. Once such election has been made, and for as long as such "SubChapter 'S' status" shall remain in effect, no actions shall be taken by either the Corporation, or its shareholders, or both, which will interfere with the Corporation's ability to maintain such "SubChapter 'S' status."

~~SUN & SHINE MUSIC, INC.~~ further intends to avail itself of the benefits of treatment of its stock pursuant to Section 1244 of the Internal Revenue Code. The Corporation and its shareholders shall, at all times and until it resolves otherwise, conduct themselves in such a manner so as to maintain the Corporation's ability to qualify for treatment under Section 1244 of the Internal Revenue Code.

ARTICLE IX

The name and address of the incorporator executing these articles of incorporation is:

William A. Malnick, Esq.
NationsBank Tower, Ste. 2700
100 S.E. 2nd St.
Miami, Florida 33131-2146

And IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this day of September, 1999.


WILLIAM A. MALNICK

ARTICLES OF INCORPORATION

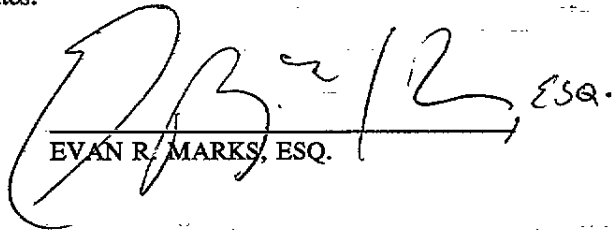
~~SUN & SHINE MUSIC, INC.~~

LATINSOCA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, EVAN R. MARKS, Esq., having been named as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


EVAN R. MARKS, ESQ.


STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me personally, an officer authorized to take acknowledgements, by EVAN R. MARKS, well known to me to be the persons authorized to execute the foregoing instrument OR has produced his Form Of Identification:

_____, and who, after being first duly cautioned and sworn, under oath, acknowledges and represents that he has read the foregoing ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION and that same is true, correct and complete.

WITNESS my hand and official seal in the County and State last aforesaid, this 7th day of September, 1999.


Michelle Reboso
Notary Public, State of Florida

Commission Number: CC533619

My Commission Expires: Feb. 19, 2000

wam\kovacs\incorp.art



MICHELLE REBOSO
My Commission CC533619
Expires Feb. 19, 2000