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FLORIDA PROFIT/NON PROFIT CORPORATION  
MEDIAMARK INC

Certificate of Status	0
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ARTICLES OF INCORPORATION  
**MEDIAMARK INC**  
A FLORIDA CORPORATION

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The undersigned, acting as Incorporation of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I – CORPORATE NAME:

The name of the Corporation is:  
**MEDIAMARK INC**

ARTICLE II – NATURE OF CORPORATE BUSINESS:

To operate a business engaged in any commercial operation authorized by the State of Florida and the U.S. Government.

ARTICLE III – CAPITAL STOCK:

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of stock having a \$1.00 par value, which shall be designated as "COMMON SHARES".

ARTICLE IV – PREEMPTIVE RIGHTS:

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V – EXISTENCE:

The Corporation shall have a perpetual existence, unless sooner dissolved according to Law.

ARTICLE VI – INITIAL REGISTERED AGENT, INITIAL REGISTERED OFFICE AND INITIAL BUSINESS ADDRESS:

The Corporation's initial Registered Agent in the State of Florida is  
ISAK WAINER.

The Corporation's initial Registered Office and initial business address in the State of Florida is: 10270 SW 19<sup>th</sup> STREET, MIAMI, FL 33165.

The Board of Directors may, at any time, move the principal office to any other address in the State of Florida.

ACKNOWLEDGEMENT AND CONSENT

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OF REGISTERED AGENT

Having been named initial Registered Agent to accept services in process on the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto in pursuance of Chapter 48.091 of the Florida Statutes.

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ISAK WAINER

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the Initial Board of Directors of the Corporation is/are THREE(3). The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one or more than ten.

ARTICLE VIII - INITIAL DIRECTOR(S) AND OFFICER(S):

The name(s) and address(ess) of the initial Board of Director(s) is/are:

PATRICIA SPIRITOSO - PRESIDENT AND DIRECTOR  
DON BOSCO 2377  
SAN ISIDRO (1642), BUENOS AIRES, ARGENTINA

ROBERTO MALDONADO - V.P. AND DIRECTOR  
DON BOSCO 2377  
SAN ISIDRO (1642), BUENOS AIRES, ARGENTINA

LUCIA MALDONADO - SECRETARY AND DIRECTOR  
DON BOSCO 2377  
SAN ISIDRO (1642), BUENOS AIRES, ARGENTINA

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTOR(S):

At all elections for Director(s) of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provisions as to cumulative voting) he or she would be entitled to cast for the election of Director(s) with respect to his or her shares of stock multiplied by the number of Director(s) to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he, or she may see fit.

ARTICLE X - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation is:

ISAK WAINER  
10270 SW 19<sup>TH</sup> STREET  
MIAMI, FL 33165

ARTICLE XI - AMENDMENT OF ARTICLES:

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This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK:

Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) in the amount(s) set opposite the name(s):

- PATRICIA SPIRITOSO - 51%
- ROBERTO MALDONADO - 25%
- LUCIA MALDONADO - 24%

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Shares held by the initial shareholders listed above may not be resold to other person(s) unless such shares are first offered to the remaining shareholder(s) or to the Corporation. The same principle will apply with respect to any other shareholder(s) the Corporation may add during the term of its existence.

ARTICLE XIII - CALLING OF SPECIAL MEETING:

Special meeting(s) of shareholders may be called by Certified Mail, return-receipt requested, given five (5) days written notice. Shareholders may participate in special meetings by means of telephone conference as provided by Law. The shareholders may also take any action(s) by written consent without a meeting as provided by Law.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING:

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE XVI - POWERS:

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - DIVIDENDS:

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XVIII - INDEMNIFICATION:

The Corporation shall indemnify any Officer or Director, or any former Officer and Director, to the full extent permitted by Law.

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