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**IDEAS AND IMAGE CONTINENTAL COMMUNICATIONS**

15006 SW 104 Street, #2502  
Miami, FL 33196  
(305) 380-9995

September 4, 1997

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09/10/97 01024-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

**RE: IDEAS AND IMAGE CONTINENTAL COMMUNICATIONS, INC. ARTICLES OF INCORPORATION**

Enclosed, please find an original and one (1) copy of the articles of incorporation and a check in the amount of \$ 78.75 to cover for the Filing Fee and Certificate.

Should you have any question, please do not hesitate to contact me at your convenience at the above phone number. All correspondence, please send to our P.O. Box address below:

**IDEAS AND IMAGE CONTINENTAL COMMUNICATIONS**  
P.O. BOX 652303  
MIAMI, FL 33265

Our Street address is:

15006 SW 104 Street; #2502  
Miami, FL 33196

Thank you

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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RP  
9-11-97

**ARTICLES OF INCORPORATION  
OF  
IDEAS AND IMAGE CONTINENTAL COMMUNICATIONS, INC.**

**ARTICLE I - NAME**

The name of the corporation shall be Ideas and Image Continental Communications, Inc.

**ARTICLE II-DURATION**

This Corporation is to exist perpetually

**ARTICLE III - PURPOSE**

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV - CAPITAL STOCK & OWNERSHIP**

This corporation is authorized to issue 10,000 shares of common stock with a par value of one dollar ( \$ 1.00) per share. All corporate shares issued are owned by the shareholders as follows:

Adriana M. Gonzalez, President, owns 36 % of all issued shares  
Armando De Jose Mantilla, Vice President, owns 34% of all issued shares  
Susana E. Fuentes De Mantilla, Director, owns 30% of all issued shares

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS**

The street address of the initial registered office and principle place of business of this corporation is

15006 SW 104 Street  
#2502  
Miami, FL 33196

The name of the initial registered agent of this corporation at that address is Armando De Jose Mantilla

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have THREE (3) directors initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Adriana M. Gonzalez, President	15006 SW 104 St., #2502 Miami, FL 33196
Armando De Jose Mantilla, Vice President	15006 SW 104 St., #2502 Miami, FL 33196

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Susana E. Fuentes De Mantilla, Director

15006 SW 104 St., #2502  
Miami, FL 33196

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is:

Armando De Jose Mantilla, Vice President

15006 SW 104 St., #2502  
Miami, FL 33196

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

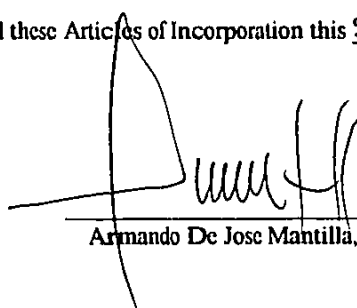
**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

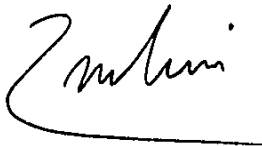
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of Sep, 1997

  
\_\_\_\_\_  
Armando De Jose Mantilla, Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 5<sup>th</sup> of Sep, 1997 by Armando De Jose Mantilla with Florida Driver License M534-004-55-216-0 issued on 9/21/94 and expires on 6/16/01.





"OFFICIAL SEAL"  
Irene Rimer  
My Commission Expires 1/9/99  
Commission #CC 432747

NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

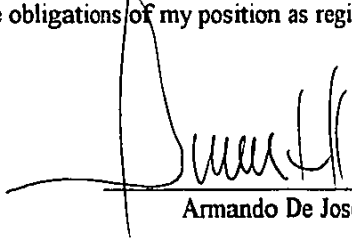
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUS,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is IDEAS AND IMAGE CONTINENTAL COMMUNICATIONS, Inc.

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

Armando De Jose Mantilla      15006 SW 104 Street, #2502  
Miami, FL 33196

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Armando De Jose Mantilla

9/5/97  
\_\_\_\_\_  
Date

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