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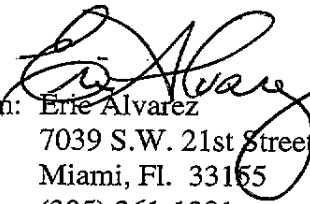
TRANSMITTAL LETTER

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

600002431116--3
-02/16/98--01034--015
****131.25 ****131.25

Subject: EM 11 International Productions, Inc.

I enclose an original and 01 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 131.25 .


From: Eric Alvarez 13 February 1998
7039 S.W. 21st Street
Miami, Fl. 33165
(305) 261-1281

FILED
98 FEB 16 AM 8:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mm 2-17-98

ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation shall be:

EM 11 International Productions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**7039 S.W. 21st. Street
Miami, Fl. 33155**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

10,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Eric Alvarez
7039 S.W. 21st. Street
Miami, Fl. 33155**

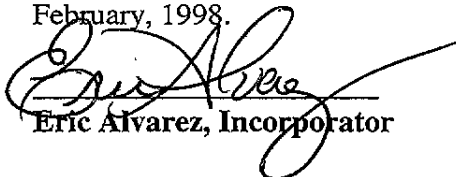
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Eric Alvarez
7039 S.W. 21st. Street
Miami, Fl. 33155**

**Mauricio Ferrazza
Rua Jesuino Arruda, 318 apto.142
Itaim Bibi - 04532-080 - Sao Paulo
Brazil**

The undersigned has executed these Articles of Incorporation this 9th day of February, 1998.


Eric Alvarez, Incorporator


Mauricio Ferrazza, Incorporator

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Persuant to the provisions of Section 607.0501, 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 is:

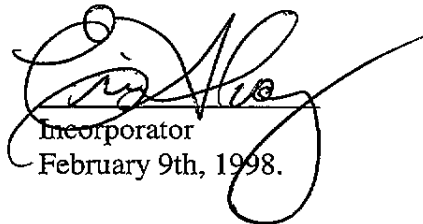
EM 11 International Productions, Inc.

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

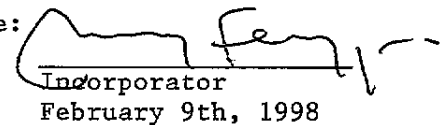
Eric Alvarez
7039 S.W. 21st. Street
Miami, Fl. 33155

Mauricio Ferrazza
Rua Jesuino Arruda, 318 apto.142
Sao Paulo 04532-080 Brazil

Signature:

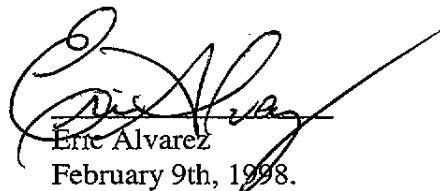

Incorporator
February 9th, 1998.

Signature:


Incorporator
February 9th, 1998

HAVING BEEN MADE 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.

Signature:


Eric Alvarez
February 9th, 1998.