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To:

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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.

VIDIRO, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2000

FAS-T

SUBJECT: VIDIRO, INC.
REF: W00000008477

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6925.

Angela Revell
Document Specialist

FAX Aud. #: H00000013960
Letter Number: 600A00017448

**ARTICLES OF INCORPORATION OF
VIDIRO, INC.**

The undersigned, acting as incorporator of **VIDIRO, INC.**, (a subsidiary of Vidiro, C.A., a foreign company organized under the Laws of Venezuela), under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "**VIDIRO, INC.**" with principal place of business at 9199 Fontainebleu Blvd., No. 3, Miami, Florida 33172.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. To engage in every business aspect; and
2. To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a one dollar (\$1.00) par value.

PREPARED BY:
Jacqueline R. Hernandez-Valdes, P.A.
2474 S.W. 27th Terrace
Miami, FL 33133
FLA. BAR NO. 0053813

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The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial agent is Jacqueline R. Hernandez-Valdes, P.A. and the street address of the corporation's initial registered office where agent is to be found is 2474 S.W. 27th Terrace, Miami, Florida 33133.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have 1 director. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Manuel Antonio Anel Friginals	9199 Fountainebleu Blvd., No. 3, Miami, Florida 33172.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Jacqueline R. Hernandez-Valdes with street address as follows: 2474 S.W. 27th Terrace Miami, Florida 33133

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders

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are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 28th day of March, 2000.



STATE OF FLORIDA:

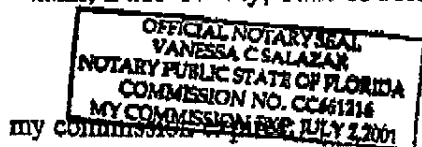
ss:

COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Jacqueline R. Hernandez-Valdes of 2474 S.W. 27th Terrace, Miami, Florida 33133, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 28th day of March, 2000, she executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Miami, Dade County, State of Florida, this 26th day of March 2000.



Vanessa C. Salazar
Notary Public
State of Florida at Large

**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That **VIDIRO, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named Jacqueline R. Hernandez-Valdes, P.A., 2474 S.W. 27th Terrace, Miami, FL 33156 State of Florida, as agent to accept service of process within the state.

Having been named to accept service of process for "**VIDIRO, INC.**" at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Jacqueline R. Hernandez-Valdes.

BY: _____

Registered Agent


STATE OF FLORIDA:
: S.S.
COUNTY OF DADE :

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IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 26th day of March,

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2000.


Notary Public,
State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL
VANESSA C. SALAZAR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC661216
MY COMMISSION EXP. JULY 2, 2001

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