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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BELLS MEDIOS, INC.  
(Corporation Name) (Document #)
2. OLIVEIRA CARVALHO INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
00 APR 10 AM 10:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

*PR 4/10/00*

**CERTIFICATE OF INCORPORATION**

**OF**

**BELLS MEDIOS, INC.**

**FILED**

**00 APR 10 PM 1:04**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I – NAME**

The name of the corporation shall be:

**BELLS MEDIOS, INC.**

**ARTICLE II – PRINCIPAL OFFICE**

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

**4000 Island Blvd.  
Suite 1904  
Williams Island, FL 33160**

**ARTICLE III – PURPOSE**

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

**ARTICLE IV- CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

**ARTICLE V – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo  
9572 NW 41<sup>st</sup> Street  
Miami, FL 33178  
(305) 593-2003

#### ARTICLE VI – INICIALATAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Oswaldo Agudelo**  
**4000 Island Blvd.**  
**Suite 1904**  
**Williams Island, Fl. 33160**

#### ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initially directors of this corporation are:

<b>Oswaldo Agudelo</b>	<b>4000 Island Blvd. Suite 1904</b>
<b>President</b>	<b>Williams Island, Fl. 33160</b>

#### ARTICLE VIII – INCORPORATOR

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

**Oswaldo Agudelo**  
**4000 Island Blvd. Suite 1904**  
**Williams Island, Fl. 33160**

#### ARTICLE IX – INDEMNIFICATION

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

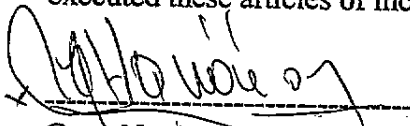
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 4<sup>th</sup> day of April, 2000.

  
Oswaldo Agudelo

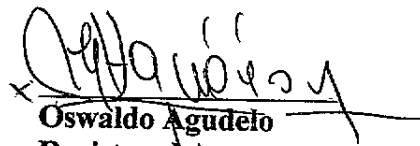
CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That **Bells Medios, Inc.** desiring to organize under the laws of the state of Florida has appointed Oswaldo Agudelo, 4000 Island Blvd, Suite 1904, Williams Island, Fl. 33160 as registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of **Bells Medios, Inc.** to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 4<sup>th</sup> day of April, 2000.

  
Oswaldo Agudelo  
Registered Agent