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LOUIS FIGUERAS, C. P. A.

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Miami, Fl 33155

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 MAY -8 PM 3:02

FILED

April 10<sup>th</sup>., 2000

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl 32314

9000003242929-13  
-05/08/00--01101--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed find the Articles of incorporation of MIAMI SHOPPING NETWORK, INC., which were executed on April 10<sup>th</sup>, 2000. Also, enclosed find a check for \$ 122.50 to cover incorporation charges.

If you have any questions you may contact the undersigned.

Sincerely,

*Louis Figueras*  
Louis Figueras, C.P.A.

AR 5/10

FILED

2000 MAY -8 PM 3:02

ARTICLES OF INCORPORATION  
OF  
MIAMI SHOPPING NETWORK INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST. The name of the corporation is MIAMI SHOPPING NETWORK, INC.

SECOND. The period of duration of the corporation is perpetual.

THIRD. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH. The aggregate number of shares of Capital Stock which the Corporation has authority to issue is five thousands all of which shall be one class of common stock having a par value of \$ 1.00.

FIFTH. The address of its initial registered office is 2235 Arch Creek Drive, North Miami, Fl 33181, and the name of the initial register agent at such address is Roberto Bravo.

SIXTH. The initial board of directors will consist of 1 director whose name and address is: Roberto Bravo, 2235 Arch Creek Drive, North Miami, Fl 33181.

SEVENTH. The name and address of the incorporator is, Roberto Bravo, 2235 Arch Creek Drive, North Miami, Fl 33181.

EIGHTH. Preemptive Rights shall be as follows: each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

NINTH. The initial street address of the principal office of the Corporation in the State of Florida is, 2235 Arch Creek Drive, North Miami, Fl 33181.

TENTH. The Corporation shall indemnify incorporators, officers and directors to the full extent permitted by law.

ELEVENTH. a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporators.

b. The Corporation authorizes its directors to reimburse the before mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

c. The directors of this Corporation shall have the sole discretion to determine the expenses for which the before mentioned incorporator shall be reimbursed.

TWELVE. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of, MIAMI SHOPPING NETWORK, INC.

  
ROBERTO BRAVO  
INCORPORATOR

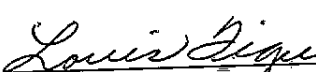
STATE OF FLORIDA:

:s

COUNTY OF Dade :

On this, 10th. day of April 2000, a notary public duly authorized in the State of Florida, County of Dade, personally appeared Roberto Bravo, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

  
NOTARY PUBLIC  
STATE OF FLORIDA



Louis Figueras  
Commission # CC 739653  
Expires June 27, 2002  
BONDED THRU

FILED

2000 MAY -8 PM 3: 02

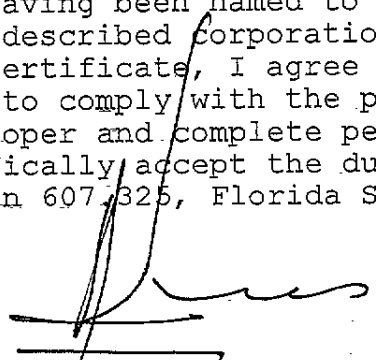
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS  
AND AGENT UPON WHOM PROCESS MAY SERVE

MIAMI SHOPPING NETWORK, INC., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named Roberto Bravo, 2235 Arch Creek Drive, North Miami, Fl 33181, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by section 607.325, Florida Statute.

  
\_\_\_\_\_  
ROBERTO BRAVO


04-10-00  
DATE

STATE OF FLORIDA:

:ss

County of Dade :

SWORN AND SUBSCRIBED this 10h. day of April 2000.

 04-10-00  
NOTARY PUBLIC DATE