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To:

Division of Corporations
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.

AVATAR & COMPANY MEDIA GROUP CORPORATION

Certificate of Status	0
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B. McKnight JUN 21 2000

ARTICLES OF INCORPORATION

OF

AVATAR & COMPANY MEDIA GROUP CORPORATION

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

ARTICLE I

The name of the corporation (hereinafter called the corporation) is:

AVATAR & COMPANY MEDIA GROUP CORPORATION

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is initially organized, which shall continue to be the purpose of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, are as follows:

Any and all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 and are of the same class and are to be common shares.

ARTICLE V

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant

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for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been re-acquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE VI

The address of the initial business office of the corporation in the State of Florida is:

15810 S.W. 76th Avenue
Miami, Florida 33157

County of Dade, State of Florida; and the name of the initial registered agent of the corporation is Richard V. Gray, Esquire, whose address is 2701 LeJeune Road, Suite 405, Coral Gables, Florida 33134.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is 1, and the name and address of each person who is to serve as a member of the initial Board of Directors of the corporation are as follows:

NAME

ADDRESS

Lourdes Castaner

15810 S.W. 76th Avenue
Miami, FL 33157

ARTICLE VIII

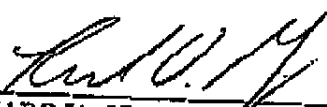
The name and address of the incorporator is as follows:

Richard V. Gray, Esquire
2701 LeJeune Road, Suite 405
Coral Gables, FL 33134

ARTICLE IX

1. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters provided for herein, and this provision shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.


 RICHARD V. GRAY, ESQUIRE
 Incorporator

STATE OF FLORIDA)
) SS.:
 COUNTY OF DADE)

ON THIS 21ST day of June, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared RICHARD V. GRAY, ESQUIRE, who is to me known to be the person named as the Incorporator in the foregoing Articles of Incorporation, and who duly acknowledged before me that he signed said Articles of Incorporation as the Incorporator of the corporation. *IS PERSONALLY KNOWN TO ME.*

IN WITNESS WHEREOF, I have placed my hand and seal of office on the day and year aforementioned above.


 Notary Public, State of Florida at Large

 Cynthia Valdes
 Commission # CC 771004
 Expires AUG. 27, 2002
 BONDED THRU
 ATLANTIC BONDING CO., INC.

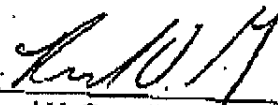
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First — Avatar & Company Media Group Corporation, desiring to organize under the laws of the State of Florida, with it's principal office, as indicated in the Articles of Incorporation at 15810 S.W. 76th Avenue, Miami, Florida 33157, has named Richard V. Gray, Esquire, located at 2701 LeJeune Road, Suite 405, Coral Gables, FL 33134, as it's agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept, to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Richard V. Gray, Esquire

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