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To:

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From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

SKY BEEPERS & VIDEOS, INC.

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

July 26, 2000

FAS-T

SUBJECT: SKY BEEPERS & VIDEOS, INC
REF: W00000018609

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Becky McKnight
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FAX Aud. #: H00000039144
Letter Number: 900A00040707

**ARTICLES OF INCORPORATION
OF
SKY BEEPERS & VIDEOS, INC**

ARTICLE I-NAME

The name of this Corporation is **SKY BEEPERS & VIDEOS, INC**

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of 1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is **MARCELO C CAMBISES, 441 EAST HIALEAH DRIVE, HIALEAH FL, 33010.** AND the principle place of business of the corporation shall be **1376 EAST 4 AVENUE, HIALEAH, FLORIDA 33010.**

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have **MARCELO C CAMBISES** Director(s) initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than One. The names and address of the initial Director are:

NAME	ADDRESS
MARCELO C CAMBISES	441 EAST HIALEAH DRIVE HIALEAH, FLORIDA 33010

Prepared by: **Hermينيا Rosario**
Rosario & Associates,
4410 W 16th Ave. #2
Hialeah, Florida 33012
Phone (305) 828-8622
Fax (305) 828-4657

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ARTICLE VII-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

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

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is MARCELO C CAMBISES

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

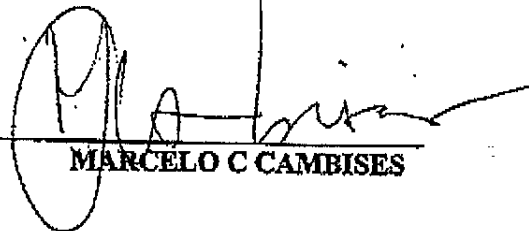
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this July 24, 2000.


MARCELO C CAMBISES

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 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.

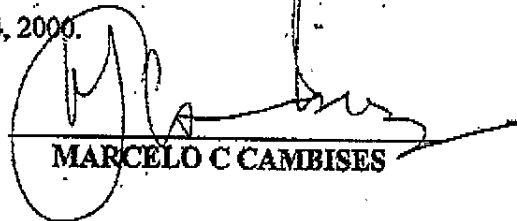
SKY BEEPERS & VIDEOS, INC, a Corporation organized under the laws of the State of Florida has named MARCELO C CAMBISES of 441 EAST HIALEAH DRIVE, Hialeah FL, 33010, State of Florida, as its agent to accept service of process within this state.



MARCELO C CAMBISES

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR SKY BEEPERS & VIDEOS, INC., A FLORIDA CORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this July 24, 2000.



MARCELO C CAMBISES

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