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To:
Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
07-27-00

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Up Beat Productions, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
07-27-00

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Up Beat Productions, Inc.

Article II. Address

The Corporation's mailing address is:
Up Beat Productions, Inc.
4440 N.W. 73rd Avenue
CCS #1277
Miami FL 33166

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Fernando Rojo Rocha
4440 N.W. 73rd Avenue
CCS #1277
Miami FL 33166

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Fernando Rojo Rocha
Yvette Lorraine Silva

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Maite Hoyos 1 FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

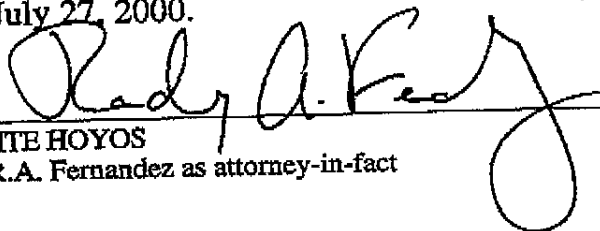
The name and address of the incorporator is:

Maite Hoyos
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 27, 2000.

The undersigned incorporator executed these Articles of Incorporation on July 27, 2000.



MAITE HOYOS
by R.A. Fernandez as attorney-in-fact

Maite Hoyos | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

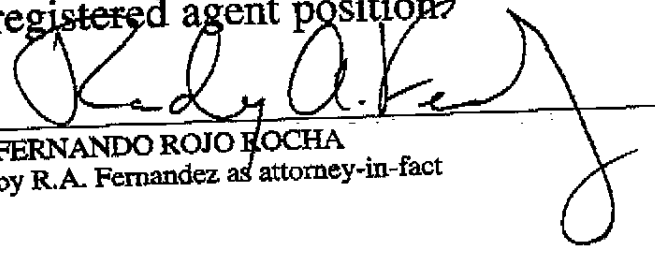
CORPORATION:

Up Beat Productions, Inc.

REGISTERED AGENT/OFFICE:

Fernando Rojo Rocha
4440 N.W. 73rd Avenue
CCS #1277
Miami FL 33166

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


FERNANDO ROJO ROCHA
by R.A. Fernandez as attorney-in-fact

Date: July 27, 2000

Maite Hoyos | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
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