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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

LATINO SHOPPER MAGAZINE, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
H000000046921 OF

LATINO SHOPPER MAGAZINE, INC.

The undersigned, acting as incorporator of LATINO SHOPPER MAGAZINE, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

LATINO SHOPPER MAGAZINE, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is formed for the purpose of engaging in the business of business consulting including but not limited to, all businesses incidental thereto and may also engage in any other business and/or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The minimum number of shares that the corporation is authorized to have outstanding at any time is 500 (Five Hundred) shares of common stock having a par value of \$1.00 (One US Dollar) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, which a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

7903 N.W. 66 Street
Miami FL 33166

and the name of the corporation's initial registered agent at that address is:

Santiago Morales

ARTICLE VI - PHYSICAL LOCATION OF BUSINESS

7903 N.W. 66 Street
Miami FL 33166

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be changed from time to time, as approved by the bylaws but shall never be less than one. The name and address of the initial directors are:

Frances M Pina
6425 Montgomery Drive
Pinecrest FL 33156

Domingo Moreira
7321 SW 63 Avenue
Miami FL 33143

Alexis M Pina
6425 Montgomery Drive
Pinecrest FL 33156

Santiago Morales
7901 NW 66 Street
Miami FL 33166

ARTICLE VIII - INCORPORATOR

The name and address of the incorporators are:

Frances M Pina
6425 Montgomery Drive
Pinecrest FL 33156

Domingo Moreira
7321 SW 63 Avenue
Miami FL 33143

Alexis M Pina
6425 Montgomery Drive
Pinecrest FL 33156

Santiago Morales
7901 NW 66 Street
Miami FL 33166

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

ARTICLE X - SEC. 1244 STOCK

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE XI - TRANSFER OF SHARE

Every shareholder, prior to selling transferring or in any manner divesting title to or interest in any share of this corporation, shall offer under the same terms and conditions any such share to the existing registered shareholder for a period of two weeks for purchase or refusal and thereafter to the corporation for a period of one week for repurchase of any remaining share. The existing shareholders shall have a right to an equal share of the offered shares and of any un-purchased shares.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation issuance of the shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by the holders of the majority. The Articles of Incorporation may be amended prior to the of the shares entitled to vote on the matter or in such other manner as may be provided by law.

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IN WITNESS THEREOF, the undersigned, incorporator, has executed these Articles of Incorporation this 31 day of August, 2000.



Santiago Morales

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the LATINO SHOPPER MAGAZINE, INC... in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



Santiago Morales

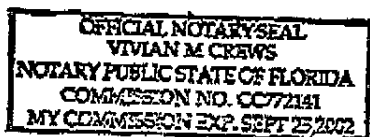
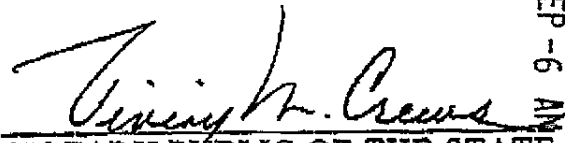
STATE OF FLORIDA)

S.S.

COUNTY OF MIAMI-DADE)

Before me, a duly authorized Notary Public in and for the State of Florida, appeared SANTIAGO MORALES, who after producing proper identification to be such person, under oath, executed this Acceptance of Appointment as Registered Agent of the LATINO SHOPPER MAGAZINE, INC...

Signed and subscribed before me this 31 day of August, 2000.

NOTARY PUBLIC OF THE STATE
OF FLORIDA AT LARGE

My Commission expires: 9/25/2002

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