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Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE  
10-27-00

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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.

## FACE TO FACE PROMOTIONS, INC.

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**ARTICLES OF INCORPORATION  
OF**

**EFFECTIVE DATE**  
10-27-00

**FACE TO FACE PROMOTIONS, INC.**

I, the undersigned incorporator of this corporation under the Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is:

**FACE TO FACE PROMOTIONS, INC.**

**ARTICLE II**

**PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and the general nature of the business to be conducted are as follows:

o To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

**ARTICLE III**

**INITIAL PRINCIPAL PLACE OF BUSINESS**

The initial place of business is 6355 NW 36<sup>th</sup> Street, Ste #404, Miami, Florida 33166.

**Capital Accounts**  
Accounting Tax & Practice  
6355 NW 36<sup>th</sup> Street, Ste #404  
Miami, Florida 33166  
(954) 431-2504  
(305) 870-0807

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#### **ARTICLE IV**

##### **DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

#### **ARTICLE V**

##### **CAPITAL STOCK**

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock with One Dollar (\$1.00) par value.

#### **ARTICLE VI**

##### **INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100) Dollars.

#### **ARTICLE VII**

##### **SUBSCRIBERS**

The name and address of the subscribers of these Articles of Incorporation are as follows:

**Jorge Jimenez**  
1901 Brickell Ave, B-1508  
Miami, Florida 33129

**Adelfo Roque**  
6355 NW 36<sup>th</sup> Street, Ste #404  
Miami, Florida 33166

#### **ARTICLE VIII**

##### **DIRECTORS**

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-laws of this corporation, but shall never be less than one (1).

## **ARTICLE IX**

### **INITIAL BOARD OF DIRECTORS**

The name and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, is:

**President**

**Jorge Jimenez**  
1901 Brickell Ave, B-1508  
Miami, Florida 33129

**Treasurer**

**Adelfo Roque**  
6355 NW 36<sup>th</sup> Street, Ste #404  
Miami, Florida 33166

## **ARTICLE X**

### **VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Every shareholder, 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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this corporation is 6355 NW 36<sup>th</sup> Street, Ste #404, Miami, Florida 33166, and the name of the initial Registered Agent of this corporation at that address is Adelfo Roque.

**ARTICLE XIII**

**INDEMNIFICATION**

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

DATED the 27th day of October, 2000.

  
Adelfo Roque

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that **FACE TO FACE PROMOTIONS, INC.**  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida has named Adelfo Roque, located at 6355 NW 36<sup>th</sup> Street, Ste #404, Miami, Florida 33166 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at 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   
Registered Agent

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