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

**EFFECTIVE DATE**  
01-01-01

From: Account Name : BERRIZ & GTRALDO P.A.  
Account Number : T19990000017  
Phone : (305) 485-9300  
Fax Number : (305) 485-1098

this corporation will start operating  
on January 1, 2001.

**FLORIDA PROFIT CORPORATION OR P.A.**  
**VENEZUELA MAGAZINE & COMMUNICATIONS, CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 29 PM 3:13

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## ARTICLES OF INCORPORATION

EFFECTIVE DATE  
01-01-01

OF

## VENEZUELA MAGAZINE &amp; COMMUNICATIONS, CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporate, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

## ARTICLE I

The name of this corporation shall be:

VENEZUELA MAGAZINE &amp; COMMUNICATIONS, CORP.

## ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

## ARTICLE III

The general nature of the business and objects and purposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:  
To have perpetual succession by its corporate

name.

VENEZUELA MAGAZINE &amp; COMMUNICATIONS, CORP.

CLARA BERRIZ

4080 SW 84 AVE

MIAMI FL 33155

(305) 485-9300

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#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

**MANUEL ANTONIO BEJARANO  
1414 NW 107 AV SUITE #215  
MIAMI, FL 33172**

The principal office shall be:

**1414 NW 107 AV SUITE #215  
MIAMI, FL 33172**

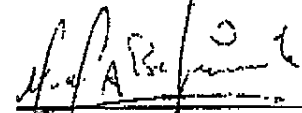
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ARTICLE VI

The initial Board of Directors shall consist of a total of **ONE(01)** person, and the name and address of the person who is to serve as an initial director is:

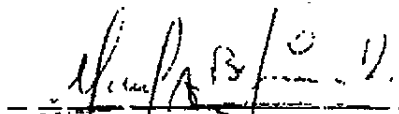
**MANUEL ANTONIO BEJARANO**  
**1414 NW 107 AV SUITE #215**  
**MIAMI, FL 33172**

  
**PRESIDENT**

The name and address of the incorporator executing these Articles of Incorporation is:

**MANUEL ANTONIO BEJARANO**  
**1414 NW 107 AV SUITE #215**  
**MIAMI, FL 33172**

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 29 day of DECEMBER, 2000

  
**MANUEL ANTONIO BEJARANO**

ARTICLE VII

This Corporation will start operating on January 1, 2001

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, 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.

1. The Name of the corporation is:

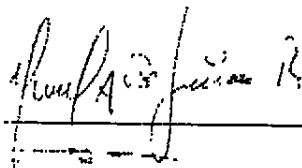
**VENEZUELA MAGAZINE & COMMUNICATIONS, CORP.**

2 The Name and Address of the registered agent and office is

**MANUEL ANTONIO BEJARANO  
1414 NW 107 AV SUITE #215  
MIAMI, FL 33172**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. ANN I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Dated, DECEMBER 29, 2000

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