

ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. & T.C.)  
IVETTE HALPHEN LEON (FL. & FED.)  
MARY E. PENA (FL. & FED.)\*  
SEAN MOUGHAN, (FL.)\*  
LEONARD LEVI GARDNER (FL. & FED.)\*

REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 226  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

10723 S.W. 10TH STREET  
MIAMI, FLORIDA 33175  
TEL: (305) 773-9111  
4551 POND E DE LINDA AVENUE  
CORAL GABLES, FLORIDA 33146

\*OF COUNSEL

PO1000027978

March 16, 2001

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

300003877213-0  
-03/19/01--01094--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **SARMIENTO ADVERTISING GROUP, INC. and SAMIENTO ADVERTISING GROUP, L.L.C.**

Dear Gretchen:

Enclosed please find the Articles of Incorporation for SARMIENTO ADVERTISING GROUP, INC. and the Certificate of Amendment of Articles of Organization of Sarmiento Advertising Group, L.L.C.. Please file the Articles of Incorporation for the corporation first because the Certificate of Amendment of change the managing member to the corporation.

We have enclosed the following checks: (1) check in the amount of \$78.75 for the filing fee for the corporation and (2) check in the amount of \$25.00 for the filing fee of the Certificate of Amendment of the limited liability company. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**SARMIENTO ADVERTISING GROUP, INC.**

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

SARMIENTO ADVERTISING GROUP, INC.

**ARTICLE II**  
**TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Cent per share.

*Document Prepared By:*  
*Ivette Halphen Leon, Esq.*  
*Florida Bar No.: 981834*  
*Alayon & Associates, P.A.*  
*2450 S.W. 137th Avenue, Suite 226*  
*Miami, Florida 33175*  
*(305) 221-2110*

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**ARTICLE V**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial registered agent and street address of the initial registered office of the corporation shall be:

**A&P REGISTERED AGENT, INC.**  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175

**ARTICLE VI**  
**MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION**

The mailing address of the Corporation is:

2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175

The principal office of the Corporation as of the date of execution of these Articles, and

is:

2450 S.W. 137<sup>th</sup> Avenue  
Suite 234  
Miami, Florida 33175

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have 2 director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

**EDUARDO TERRANOVA**  
2450 S.W. 137<sup>TH</sup> AVENUE  
SUITE 234  
MIAMI, FLORIDA 33175

**LAZARO ALBO**  
2450 S.W. 137<sup>TH</sup> AVENUE  
SUITE 234  
MIAMI, FLORIDA 33175

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

**ARTICLE VIII**  
**OFFICERS**

The following shall be the officers of the corporation:

President:	Eduardo Terranova 2450 S.W. 137 <sup>th</sup> Avenue, Suite 234 Miami, Florida 33175
Executive Vice President:	Marcos Guillermo Victoria 2450 S.W. 137 <sup>th</sup> Avenue, Suite 234 Miami, Florida 33175
Vice President :	Lazaro Albo 2450 S.W. 137 <sup>th</sup> Avenue, Suite 234 Miami, Florida 33175
Secretary:	Beatriz Cabrera 2450 S.W. 137 <sup>th</sup> Avenue, Suite 234 Miami, Florida 33175

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator of the corporation is:

**MARCOS GUILLERMO VICTORIA**  
**2450 S.W. 137<sup>TH</sup> AVENUE**  
**SUITE 234**  
**MIAMI, FLORIDA 33175**

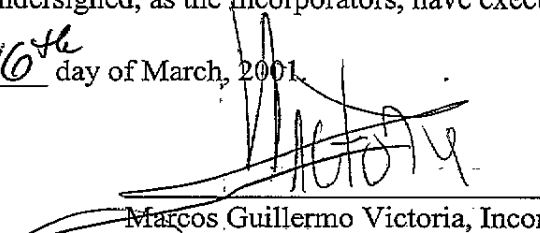
**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote

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thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

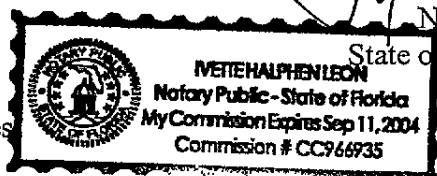
IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 16<sup>th</sup> day of March, 2001.

  
Marcos Guillermo Victoria, Incorporator

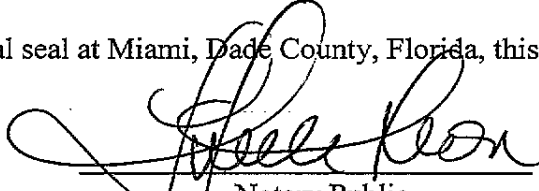
STATE OF FLORIDA                     )  
   ) SS:  
COUNTY OF MIAMI-DADE             )

BEFORE ME, a Notary Public, personally appeared MARCOS GUILLERMO VICTORIA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 16<sup>th</sup> day of March, 2001.



My Commission Expires

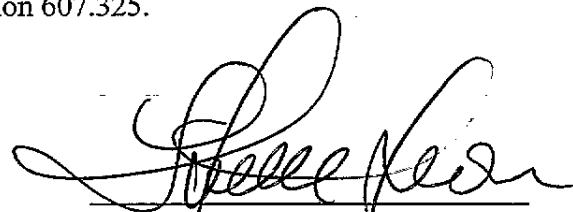
  
Notary Public  
State of Florida at Large

**ACCEPTANCE BY REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

Having been appointed the registered agent of SARMIENTO ADVERTISING GROUP, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 16<sup>th</sup> day of March, 2001.

  
Ivette Halphen Leon, Esq., President  
A&P Registered Agent, Inc.