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Florida Department of State
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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.

REELNETWORK, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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B. McKnight MAR 28 2001

ARTICLES OF INCORPORATION
OF

REELNETWORK, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

REELNETWORK, INC.

The principal place of business of this corporation shall be :

2150 Coral Way, 7th Floor Miami, Florida 33145 USA

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TALLAHASSEE FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and it's value that this corporation is authorized to have outstanding at any one time is :

100 shares

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Carlos Prio 2150 Coral Way, 7th Floor Miami, Florida 33145

ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are) :

Carlos Prio 2150 Coral Way, 7th Floor Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this twelfth day of May.

Signatures(s) of Incorporator(s)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

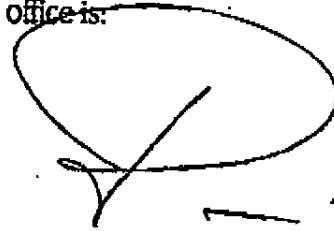
REELNETWORK, INC.

2. The name and address of the registered agent and office is:

Carlos Prio
2150 Coral Way, 7th Floor
Miami, Florida 33145

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE

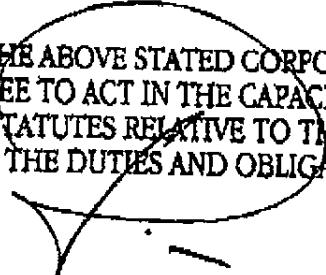
Prio

TITLE

03.27.01

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



SIGNATURE

03.27.01

DATE