

P01000076467

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000087022 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG - 3 PM 12:01

FLORIDA PROFIT CORPORATION OR P.A.

NETCONTENIDOS (U.S.A.), INC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

NETCONTENIDOS (U.S.A.), INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

NETCONTENIDOS (U.S.A.), INC

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock, all of which are to be of \$1.00 par value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the Corporation.

Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable and exempt from assessment.

01 AUG -3 PM 12:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial address of this Corporation in the State of Florida is 2600 Douglas Road, Suite 406, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Carlos E. González.

ARTICLE VI - DIRECTORS

This Corporation shall have 5 Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

Julio Grande Andrés	801 Brickell Avenue, Suite 1901, Miami, Florida.
Carlos González Galán	801 Brickell Avenue, Suite 1901, Miami, Florida.
Ana M. Requesens	801 Brickell Avenue, Suite 1901, Miami, Florida.
Carlos E. González	2600 Douglas Road, Suite 406, Coral Gables Florida.
Antonio Lobateras Gros	801 Brickell Avenue, Suite 1901, Miami, Florida.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of any action heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim for liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote there to authorize any such contract or transaction, with the same force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

Carlos E. González

2600 Douglas Road, Suite 406, Coral
Gables, Florida, 33134

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 the Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - PRE-EMPTIVE RIGHT

Every Stockholder shall, on the sale for each of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3rd. day of August 2001.

CARLOS E. GONZÁLEZ

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd. day of August, 2001 by Carlos E. González, who personally appeared before me at the time of notarization, and who is personally known to me, and who did take an oath.

MARIA E. BARRENA

NOTARY PUBLIC AT LARGE - STATE OF FLORIDA
COMMISSION No. CC-997949

My Commission Expires: March 11, 2005



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 607.034 Florida Statutes, the following
is submitted in compliance with said Act:


NETCONTENIDOS (U.S.A.), INC.

desiring to organize under the laws of the State of Florida, has
named Carlos E. González, 2600 Douglas Road, Suite 406, Coral
Gables, Florida 33134, accepts service of process within the
State.

ACKNOWLEDGEMENTS:

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, and I am
familiar with and accept the obligations of my position as
Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, Dade County, Florida, this 3rd day of August, 2001.


Carlos E. González
Resident Agent

RECEIVED
DIVISION OF CORPORATIONS
ON AUG-3 PM 12:01