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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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Phone : (305) 672-0686
Fax Number : (305) 672-9110

EFFECTIVE DATE
11/6/01

FLORIDA PROFIT CORPORATION OR P.A.

Arena Group Inc.
CARACK

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| Certificate of Status | 1 |
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 6, 2001

CORPORATE CREATIONS

SUBJECT: ARENA GROUP INC.
REF: W01000025601

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Caracol Group Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The Corporation's mailing address is:
Caracol Group Inc.
240 Crandon Blvd.
Suite 101
Key Biscayne FL 33149

EFFECTIVE DATE

11/16/01

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jose A. Rodriguez, Esquire
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Edgardo DeFortuna
Ana Cristina DeFortuna

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez, Esquire
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

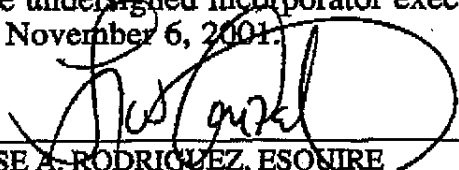
The name and address of the incorporator is:

Jose A. Rodriguez, Esquire
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 6, 2001.

The undersigned incorporator executed these Articles of Incorporation on November 6, 2001.



JOSE A. RODRIGUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Jose A. Rodriguez, Esquire
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

Caracol Group Inc.

REGISTERED AGENT/OFFICE:

**Jose A. Rodriguez, Esquire
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSE A. RODRIGUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: November 6, 2001

**Jose A. Rodriguez, Esquire
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600
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