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DIVISION OF CORPORATIONS

BASIC AMENDMENT
LA CARTELERIA LATINA, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

INC.
AMEND + REST
ARC 2-26
(6)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LA CARTELERA LATINA, CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of La Cartelera Latina, Corp. originally filed with the Secretary of State of the State of Florida on January 16, 2002, are hereby amended and restated in their entirety as follows:

Pursuant to Section 607.1006 and Section 607.1007 of the Florida Business Corporation Act, the following amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by unanimous written consent of the Board of Directors of the Corporation in accordance with Section 607.0821 of the Florida Business Corporation Act on February 25, 2002. Shareholder approval was not required as no shares of capital stock have been issued by the Corporation.

**ARTICLE I
NAME**

The name of the corporation is La Cartelera USA, Corp. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 3475 Sheridan Street, Suite 215A, Hollywood, Florida 33021.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation is authorized to issue is 1,000 shares of common stock, par value \$0.001 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 3475 Sheridan Street, Suite 215A, Hollywood, Florida 33021. The name of the Corporation's registered agent at that office is Guillermo Alzate.

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Robert J. Burnett, Esq.
Florida Bar No. 0117978
3111 Stirling Road
Ft. Lauderdale, FL 33312-6525

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ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

Pursuant to Section 607.1006 and Section 607.1007 of the Florida Business Corporation Act, the following amendment and restatement to the Articles of Incorporation of the Corporation was duly authorized and adopted by unanimous written consent of the Board of Directors of the Corporation in accordance with Section 607.0821 of the Florida Business Corporation Act on February 25, 2002. Shareholder approval was not required as no shares of capital stock have been issued by the Corporation.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of February 25, 2002.

By:


Oscar A. Villamizar, President

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **LA CARTELERIA USA, CORP.**, a Florida corporation (the "Corporation"), in the Corporation's amended and restated articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25th day of February, 2002.


Guillermo Alzate

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