

PD2000007999

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Name : LAZARUS CORPORATE FILING SERVICE, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

TEATROS AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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02 JAN 23 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

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ARTICLES OF INCORPORATION

OF

Teatros America, Inc.

ARTICLE I - NAME

The name of this corporation is: Teatros America, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address of the corporation is: 137 SW 57th Avenue, Miami, Florida 33144

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of NO par value stock, which shall be designated "Common Stock"

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 137 SW 57th Avenue, Miami, Florida 33144 and the name of the initial registered agent of this corporation is Alberto Gonzalez.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided in the bylaws but shall never be less than ONE.

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The name and address of the initial director of this corporation is: 137 SW 57th Avenue,
Miami, Florida 33144

Alberto Gonzalez

137 SW 57th Avenue
Miami, Florida 33144

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director,
to the full extent permitted by law.

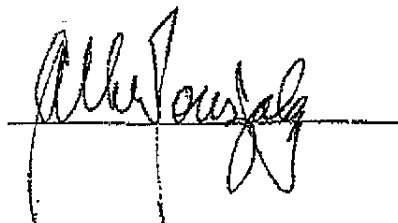
ARTICLE X - INCORPORATOR

The name and address of the person signing these articles is:

Alberto Gonzalez

137 SW 57th Avenue
Miami, Florida 33144

IN WITNESS WHEREOF, the undersigned subscriber have executed these articles of
incorporation this 22 day of January, 2002.



STATE OF FLORIDA)

: ss

COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgements in the state and county
set forth above, personally appeared Alberto Gonzalez, known to me and known to me to
be a person who executed the foregoing articles of incorporation, who has produced
Florida Drivers License as identification and acknowledged before me that she executed
those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and Country aforesaid, this 22 day of January, 2002.



Notary Public, State of Florida at Large

My commission expires:



Gustavo Rolg
My Commission CC771543
Expires August 30, 2002

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LAZARUS CORPORATION

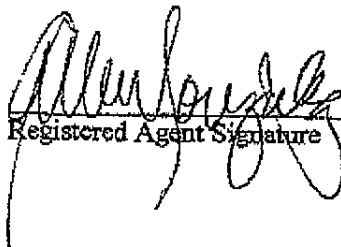
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered 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.


Registered Agent Signature

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