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03/15/02

FLORIDA PROFIT CORPORATION OR P.A.

VALVAS PRODUCCIONES C.A. INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 18, 2002

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EFFECTIVE DATE
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ARTICLES OF INCORPORATION
VALVAS PRODUCCIONES C.A. INC.

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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **VALVAS PRODUCCIONES C.A. INC.**, and the address is 1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of conducting any and all other lawfully related business as aloud by the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 100 shares of One Dollar (\$100.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed

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for the corporation. Shares may not be issued until the full amount of the consideration thereof, has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The corporation shall have two (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and street addresses of the initial Directors who shall hold office until their successor, who shall be chosen at the first meeting of stockholders as qualified shall be:

NAME	ADDRESS
JOSE L. VALERA (P,D)	1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182
PEDRO B. LANDER (VP,D)	1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182
EDDY MIRANDA (D)	1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law.

ARTICLE VII - BY-LAWS

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The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INCORPORATOR

The names and addresses of the subscribers to these Articles of Incorporation are:

NAME

ADDRESS

Eddy Miranda

1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182

1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182

ARTICLE X SHAREHOLDERS

60 % shall be held by:

VALVAS PRODUCTIONS C.A. an active corporation in Venezuela. Located at Urb Washington Qta. Chapultepec Ofic. 6, El Paraiso, Caracas - Venezuela.

20 % shall be held by:

JOSE L. VALERA

1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182

20% shall be held by:

PEDRO B. LANDER

1169 NW 125 PLACE UNIT 5 MIAMI, FL 33182

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

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The street address of the initial registered agent of the corporation is 1169 NW 125 Place
Unit 5 Miami, Fl 33182, and the name of the initial registered agent at that address is
EDDY MIRANDA

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these
Articles of Incorporation on this 15 day of March, 2002.


EDDY MIRANDA

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

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CERTIFICATE OF REGISTERED AGENT

VALVAS PRODUCCIONES C.A. INC.

Pursuant to Florida Statutes Chapters 48 and 607, the following is submitted:

The above corporation, desiring to organize under the Laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 1169 NW 125 Place Unit 5 Miami, Fl 33182, has named EDDY MIRANDA, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

STATE OF FLORIDA)
COUNTY OF DADE) SS

By: EDDY MIRANDA

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