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LAW OFFICES OF DELAILA J. ESTEFANO, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 18, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Promosource, Inc.

Enclosed please find the Articles of Incorporation for Promosource, Inc. A check is also enclosed for filing fees and for a certified copy. Should you have any questions or need any additional information, please feel free to contact our office at your earliest convenience.

Sincerely,

LAW OFFICE OF DELAILA J. ESTEFANO, P.A.



Delaila J. Estefano
For the Firm

DJE/dh

11050 SW 88TH STREET, SUITE 108 • MIAMI, FLORIDA • 33176
PHONE: (305) 274-9993 • FAX: (305) 274-4124
E-MAIL: DELAILAESTEFANO@YAHOO

WHITE MAR 27 2002

ARTICLES OF INCORPORATION
FOR
PROMOSOURCE, INC.

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation for profit under Chapter 608 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is Promosource, Inc., (hereinafter, "Corporation").

ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this Corporation is PO Box 165435, Miami, Florida 33116-5435.

ARTICLE OF 4-INCORPORATOR

73 The name and street address of the incorporator of this Corporation is Carolina S. Barriga whose address shall be the same as the principle office of the Corporation.

ARTICLE 5-OFFICERS

The officers of the Corporation shall be:

| | |
|-----------------|-----------------------|
| President: | Carolina S. Barriga |
| Vice President: | Thomas P. Stone |
| Secretary: | Jorge E. Ego-Aguirre |
| Treasurer: | Hernando A. Del Prado |

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6- DIRECTOR (S)

The Director(s) of the Corporation shall be:

Carolina S. Barriga
Thomas P. Stone
Jorge E. Ego-Aguirre
Hernando A. Del Prado

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 1000 ONE THOUSAND of shares of common stock, each share having the par of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, be Restated Articles of Incorporation, classify or reclassify any un-issued stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.5 The Board of Director(s) of the Corporation may, be Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, or limitations, if any, as may be set forth in the bylaws of the corporation.
- 7.6 The Board of Director(s) of the Corporation may, be Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided, as provided in Sub-Chapter S of Internal Revenue Code 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by his certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9-SHAREHOLDRES' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholder's restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10-POWERS OF CORPORATION

CB The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11-TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12-REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is PO box 165435, Miami, Florida 33116-5435. The name and address of the registered agent of this Corporation is Law Offices of Delaila J. Estefano, P.A., located at 11050 SW 88th Street, Suite 108, Miami, Florida 33176.

ARTICLE 14- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15-EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16-INDEMNIFICATION

B The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these

Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of December 2001.



Carolina S. Barriga, Incorporator

**ACCEPTANCE OF THE REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Law Offices of Delaila J. Estefano, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Law Offices of Delaila J. Estefano, P.A.

By: 

Delaila J. Estefano, President

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