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FLORIDA STATE  
CORPORATION  
REGISTRATION  
DIVISION OF  
TALLAHASSEE

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

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Amendment	
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Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
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Reinstatement	
Trademark	
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05/28/02-01044-008

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Examiner's Initials

QB5/28/

ARTICLES OF INCORPORATION  
OF  
NÖLCK FISCHER AMERICA COMUNICACION TOTAL USA, INC.

FILED  
02 MAY 28 PM 12:22  
RECEIVED  
DEPARTMENT OF STATE  
FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

**NÖLCK FISCHER AMERICA COMUNICACION TOTAL USA, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:  
To have perpetual succession by its corporate name.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

## ARTICLE V

Each of the Shareholders covenants and agrees that he will not sell, assign, transfer, donate or otherwise dispose of, or pledge, hypothecate or otherwise encumber any of the shares of the Corporation's stock except upon the prior written consent of the remaining Shareholders.

## ARTICLE VI

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Elsa C. Rios  
1800 W, 49th St, Suite 301  
Hialeah, FL 33012

The principal address shall be:  
1800 W, 49<sup>th</sup> Street, Ste. 301  
Hialeah, FL 33012

## ARTICLE VII

The initial Board of Directors shall consist of a total of three (3) people, and the name and address of the person who is to serve as initial director are:

PRESIDENT / SECRETARY  
RODOLFO NÖLCK T.  
1800 W, 49<sup>th</sup> Street, Suite 301  
Hialeah, FL 33012

VICE-PRESIDENT / DIRECTOR  
ANTONIO CALIL CURI  
1800 W, 49<sup>th</sup> Street, Suite 301  
Hialeah, FL 33012

DIRECTOR  
LUIS DINALLO  
1800 W, 49<sup>th</sup> Street, Suite 301  
Hialeah, FL 33012

The name and address of the incorporator executing these Articles of Incorporation is:  
LEOPOLDO RIOS  
1800 W, 49th Street, Ste. 301  
Hialeah, FL 33012

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 23 day of May, 2002.

*Rodolfo*

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally **RODOLFO NÖLCK, ANTONIO CALIL CURI AND LUIS DINALLO** known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITHNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 23 day of May, 2002.

NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

FILED  
02 MAY 28 PM 12:22  
FLORIDA  
STATE  
HALLAHASSE, FLORIDA

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

NÖLCK FISCHER AMERICA COMUNICACION TOTAL USA, INC.

2. The name and address of the registered agent and office is:

Leopoldo Ríos

(NAME)

1800 W. 49th Street, Suite 301

(P.O.BOX NOT ACCEPTABLE)

Hialeah, FL 33012

(CITY/STATE/ZIP CODE)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT 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.

Signature

Leopoldo Ríos

Date 05/23/2002