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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFTT CORPORATION OR P.A.
MIAMI EDUCATION AND MULTIMEDIA ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03.4
Estimated Charge	\$78.75

8-20-02
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Miami Education and Multimedia
Entertainment, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be the: *Miami Education and Multimedia Entertainment, Inc.*

The principal place of business of this corporation is: *18305 Biscayne Blvd. Suite 216, Aventura, FL 33160*

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100,000,000 shares at a par value of one dollar per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

<i>Barrington A. Schmeer</i>	<i>- President/ Director</i>
<i>David J. Nepo</i>	<i>- Exec. Vice-President/ Director</i>
<i>Jovar Andrews</i>	<i>- Vice-President</i>
<i>Robert Cournoyer</i>	<i>- Vice-President Finance</i>
<i>Ronald Welch</i>	<i>- Treasurer</i>
<i>Constance Boyd</i>	<i>- Secretary</i>

ARTICLE VI - INCORPORATOR(S)

The name(s) and street addresses(es) of the incorporator(s) to this articles of incorporation, are:

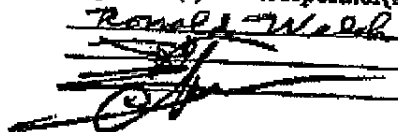
Barrington Schmeer
18305 Biscayne Blvd.
Suite 216
Aventura, FL 33160

David Nepo
18305 Biscayne Blvd.
Suite 216
Aventura, FL 33160

Ronald Welch
18305 Biscayne Blvd.
Suite 216
Aventura, FL 33160

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporator(s) has(have) executed these Articles of Incorporation this, 16th day of August, 2002.

Signature(s) of Incorporator(s)

Ronald Welch


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 607.325, 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 State of Florida.

1. The name of the corporation: *Miami Education and Multimedia Entertainment, Inc.*
2. The name and address of the registered agent and office is:

Ronald Welch, Esq.
18305 Biscayne Blvd., Ste 216
Aventura, FL 33162

Signature Ronald Welch

Date 08/19/02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature Ronald Welch

Date 08-19-02