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Handwritten initials/signature



ACCOUNT NO. : 072100000032

REFERENCE : 836853 82293A

AUTHORIZATION

COST LIMIT : \$ 87.50

Patricia Pijoto

ORDER DATE : November 27, 2002

ORDER TIME : 11:02 AM

ORDER NO. : 836853-005

CUSTOMER NO: 82293A

CUSTOMER: Ms. Susana H. Aspuru
Martinez-esteve & Lopez-castro
Suite 304
901 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: RITZ EDITS & DESIGN CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
RITZ EDITS & DESIGN CORP.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Ritz Edits & Design Corp. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The General nature of the business to be transacted by the corporation shall be that provided below:

a) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sale, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

b) To loan money on real estate and personal property.

c) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold, and re-issue any of the shares of its capital stock.

e) To act as Trustee for any form of property, claim or right.

f) To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

g) To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental, to the accomplishment or furtherance of such purposes or objects of this corporation.

h) To perform arbitrations, mediation and settlement disputes.

ARTICLE III

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The principal office and mailing address of this corporation will be

1121 Crandon Blvd
Suite E-503
Miami, Fl 33149

ARTICLE V

The name and address of the initial registered agent is:

Name: Maritza De Quesada
Address: 1121 Crandon Blvd
Suite E-503
Miami, Fl 33149

ARTICLE VI

The corporation shall have one director and officer initially. The number of directors or officers may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and address of the initial director is:

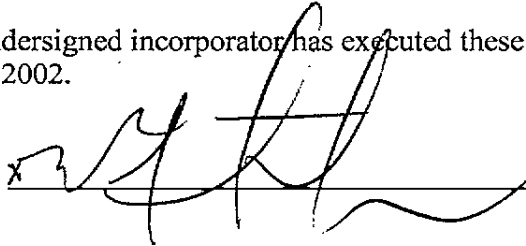
Title: President / Director
Name: Maritza De Quesada
Address: 1121 Crandon Blvd
Suite E-503
Miami, Fl 33149

ARTICLE VII

The name and street address of the first incorporator of these Articles of Incorporation is:

Name: Maritza De Quesada
Address: 1121 Crandon Blvd
Suite E-503
Miami, Fl 33149

The undersigned incorporator has executed these Articles of Incorporation this 12th day of November, 2002.



A handwritten signature in black ink, appearing to read 'Maritza De Quesada', is written over a horizontal line. The signature is stylized and cursive.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

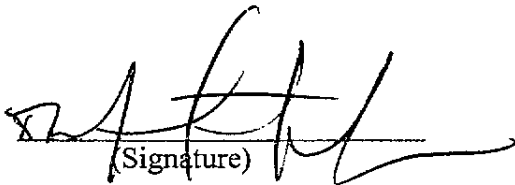
Ritz Edits & Design Corp.

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

Maritza De Quesada
1121 Crandon Blvd
Suite E-503
Miami, Fl 33149

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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 statues 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)

x 11/26/02
Date