

Florida Department of State Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

: FAS-T CORP. AGENTS, INC. Account Name

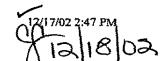
Account Number : 071001002335 Phone : (305)599-0839

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FLORIDA PROFIT CORPORATION OR P.A.

BRAINSTORM MEDIA, CORP.

Certificate of Status	0
Certified Copy	1
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ARTICLE OF INCORPORATION OE BRAINSTORM MEDIA. CORP.

2002 DEC 17 AM 8: 26
TALLAHASSES FLORIDA

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

ARTICLE I NAME.

The Name of the Corporation shall be:

BRAINSTORM MEDIA, CORP.

The principal place of business of this corporation shall be:

BRAINSTORM MEDIA, CORP. 13705 SW 90th AVENUE # 205 Miami – Florida 33176

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 Unites States, The State of Florida, or any other state, country, textitory 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:

One Thousand shall of common stock at one dollar par value.

ARTICLE IV TERM OF EXISTENCE.

This corporation is to exist perpenually,

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).:

President:

HELBERTH ARIZA 13705 SW 90th AVENUE # 205 Mismi – Florida 33176

ARTICLE VI INCORPORATOR (S)

The name (s) and street address (e s) of the incorporator (s) to this articles of incorporation is (are):

HELBERTH ARIZA 13705 SW 90th AVENUE # 205 Miami – Florida 33176

IN WITNESS WHEREOF, The undersigned incorporator (s) has (have) executed these Articles of incorporation this October 17, 2002.

Signature (s) of incorporator (s	
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- MILLIAN	

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CERTIFICATE OF DESIGNATION PALE AHASSI E FLORIDA REGISTERED AGENT/REGISTERED OFFICE.

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned comporation, organized under The laws of the State of Florida, submit 's the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation:

BRAINSTORM MEDIA, CORP.

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

HELBERTH ARIZA 13705 SW 90th AVENUE # 205 Miami – Florida 33176

SIGNATURE

TITLE: PRESIDENT

DATE: 12/16/2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE DUTIES AND OBLIGATIONS OF SECTION 607,325, FLORIDA STATUTES.

SIGNATURE

DATE

12-16-2002