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Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

NU VISION MEDIA GROUP INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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## ARTICLES OF INCORPORATION

### OF

**Nu Vision Media Group Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

#### Article I

##### NAME

The name of the corporation is **Nu Vision Media Group Inc.**  
and the principle address shall be  
16235 SW 43 Terrace, MIAMI, FLORIDA 33185

#### Article II

##### DURATION

The Corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

#### Article III

##### NATURE OF BUSINESS

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

#### Article IV

##### CAPITAL STOCK

- 1.- Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of stock with one cent (.001) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- 2.- Preemptive Rights: Shareholders shall have no preemptive rights.
- 3.- Cumulative voting: Cumulative voting shall not be permitted.

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#### Article V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:  
16235 SW 43 TERRACE, MIAMI, FLORIDA 33185  
and the name of the initial registered agent of this corporation at that address is  
THOMAS ACOSTA

#### ARTICLE VI

##### DIRECTOR

1.- Number: This corporation shall have one (1) Director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one (1).

2.- Initial Director: The name and address of the Director(s) of the corporation are:

Name	Address
WANDA L. NEGRON President	16235 SW 43 TERRACE MIAMI, FLORIDA 33185

3.- Compensation: The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation for such services.

4.- Indemnification: The Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VII

##### BYLAWS

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but The Board of Directors shall not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders specifically provide that such by-law is not subject to amendment or repeal by the director(s).

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**Article VIII**

**INCORPORATOR**

THOMAS ACOSTA  
16235 SW 43 TERRACE  
MIAMI, FLORIDA 33185

**Article IX**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject this reservation.

**IN WITNESS WHEREOF**, The incorporator has executed these articles this 3rd day of February 2003.

  
THOMAS ACOSTA

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

Pursuant to the provisions of section 607.05501 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.

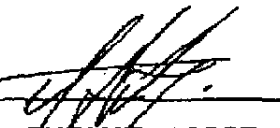
1.- The name of the corporation is: Nu Vision Media Group Inc.

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

Thomas Acosta  
16235 SW 43 Terrace  
Miami, Florida, 33185

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



THOMAS ACOSTA  
February 3rd, 2003