

FROM :

FAX NO. : 3055580318

Mar. 10 2003 07:53AM P1

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : ORLANDO PIFERRER
Account Number : I19990000144
Phone : (305) 362-0031
Fax Number : (305) 558-0318

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FLORIDA PROFIT CORPORATION OR P.A.

ARENA PRODUCTION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FROM :

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ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of this Corporation shall be ARENA PRODUCTION CORP.

ARTICLE II
Nature of Business

The general nature of the business to be transacted by this Corporation is: Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be _____ 100 shares, each having a par value of \$ 20.00 _____ of said shares of stock. shall entitle the holder thereof to one (1) vote at any meeting of the stockholders, All or any part of said capital stock may be paid for in cash in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose, All stock when issued shall be fully paid for and shall be non-accessible.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall be Two thousand dollars
\$ 2,000.00)

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ARTICLE V

Term of Existence

This Corporation shall be perpetual existence.

ARTICLE VI

Principal Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 848 Brickell Ave, Suite 605, Miami, FL 33131

ARTICLE VII

Directors

There shall be a Board of Directors for this Corporation which shall consist of four persons. . The number of Directors may be increased or diminished from time to time as determined by the By-Laws but shall never be less than one. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States, Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

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ARTICLE VIII

Initial Board of Directors

The names and addresses of the first Board of Directors is as follows:

David Garcia, 848 Brickell Ave Suite 605, Miami, Fl 33131	President
Jose Luis Reyes, 848 Brickell Ave Suite 605, Miami, Fl 33131	Director
Neiro Mavarez, 848 Brickell Ave Suite 605, Miami, Fl 33131	Secretary
Jorge Reyes, 848 Brickell Ave Suite 605, Miami, Fl 33131	Director

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX

Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>	
David Garcia, 848 Brickell Ave, Suite 605, Miami, Fl		33	(33%)
Jose Luis Reyes, 848 Brickell Ave, Suite 605, Miami, Fl		33	(33%)
Neiro Mavarez, 848 Brickell Ave, Suite 605, Miami, Fl		1	(1%)
Jorge Reyes, 848 Brickell Ave, Suite 605, Miami, Fl		33	(33%)

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ARTICLE X

Conflict of Interest

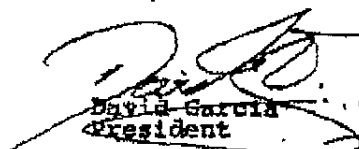
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are peculiarly or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any fit-in of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any Director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested,

ARTICLE XI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned have executed these Articles of Incorporation for the uses and purposes stated therein this 8 th Day of March , 2003


David Garcia
President


Neiro Mavarez
Secretary


Jose L. Reyes
Director


Jorge Reyes
Director

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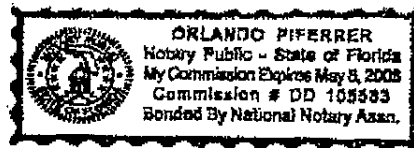
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I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared David Garcia, Jorge Reyes, Jose Luis Reyes, Neiro Mavarez, , to me known to be the persons described as the subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 6 th day of March , 2003


Notary Public
State of Florida



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**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Arena Production Corp. do business under the laws of the state of Florida with its principal Office at 848 Brickell Ave Suite 605, Miami, FL County of Miami Dade, State of Florida has appointed David Garcia, 848 Brickell Ave Suite 605, Miami, County of Miami Dade, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

By 
Registered Agent- David Garcia

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