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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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TALLAHASSEE, FLORIDA
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FLORIDA PROFTT CORPORATION OR P.A.

IDEAS FACTORY, INC.

F. CHAMBERLAIN 400 F 5

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ARTICLES OF INCORPORATION

OF

IDEAS FACTORY, INC.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

IDEAS FACTORY, INC.
433 South Royal Poinciana Blvd Suite 216
Miami Springs, FL 33166

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ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE 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

This Corporation is authorized to issue a maximum of one hundred (100) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**German Paul Martha
433 South Royal Poinciana Blvd. Suite 216
Miami Springs, FL 33166**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------------------|---|
| German Paul Martha | 433 South Royal Poinciana Blvd Suite 216 Miami Springs, FL 33166 |
| Carlos Alberto Martha | 433 South Royal Poinciana Blvd Suite 216 Miami Springs, FL 33166 |
| Miguel Antonio Elasmir Hakim | 433 South Royal Poinciana Blvd Suite 216 Miami Springs, FL 33166 |
| Karen Contento | 433 South Royal Poinciana Blvd Suite 216 Miami Springs, FL 33166 |

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office of the Incorporator executing these Articles of
Incorporation is as follows:

INCORPORATOR

ADDRESS

Carlos Alberto Martha

**433 South Royal Poinciana Blvd Suite 216
Miami Springs, FL 33166**

The undersigned, being the original subscriber to these Articles of Incorporation,
for the purpose of forming a Corporation for profit and to do business both within and
without the State of Florida, do hereby make, subscribe, acknowledge and file these
Articles of Incorporation, hereby declaring and certifying that the facts herein stated are
true and, accordingly, has hereunto set his hand and seal this

15th day of April, 2003.



Carlos Alberto Martha

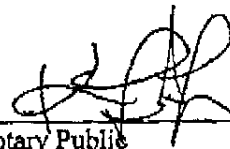
STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida,
County of DADE to take acknowledgments, personally appeared **Carlos Alberto
Martha**, the person described as Incorporator in the foregoing Articles of Incorporation
or who presented the following identification: Passport

WITNESS my hand and seal at Miami, DADE County, Florida
this 15th day of APRIL, 2003.



Notary Public
State of Florida

My Commission expires:



Kendrick G. Whittle
Commission # CC 952143
Expires June 29, 2004
Bonded Through
Atlantic Bonding Co., Inc.

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**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
German Paul Martha, as its registered Agent to accept service of process within this
State.



German Paul Martha

The undersigned hereby accepts the foregoing designation as Registered Agent
for service of process within the State of Florida, and agrees to comply with the
provisions of the law applicable to said designation.



German Paul Martha

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