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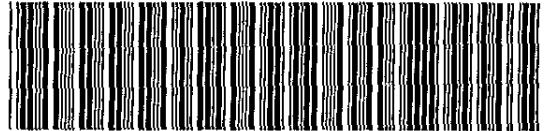
(Business Entity Name)

(Document Number)

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2003 JUN 11 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06/13/03

Law Offices of  
Michael D. Felton, P.A.

1367 Lyons Road  
Coconut Creek, FL 33063  
(954) 977-4878 - Office  
(954) 974-4905 - Fax

5301 N Federal Hwy, # 280  
Boca Raton, FL 33487  
(561) 989-8050

**REPLY TO: COCONUT CREEK**

June 9 , 2003

Dept of State  
New Corporation filings  
PO Box 6327  
Tallahassee Fl 32314

re Que Pasa Communications Inc.

Dear Sirs :

I enclose the filing fee check of \$78.75 with the enclosed articles for the above new corporation. Please return to me at the Coconut Creek address ASAP the approved articles and receipt.

Thank you

Sincerely

  
Michael D Felton

## ARTICLES OF INCORPORATION OF

Que Pasa Communications, Inc.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE I-NAME

The name of the corporation is: Que Pasa Communications, Inc.

### ARTICLE II-DURATION

The term of existence of the corporation is perpetual.

### ARTICLE III-BUSINESS

The nature of the business to be conducted by the corporation is:

1. To transact any and all lawful business for which the corporation may be incorporated under The Florida General Corporation Act;
2. To engage in operation of a retail video business;
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

### ARTICLE IV-CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is: 100 (one hundred) all of which shall be common stock having a par value of \$1.00(one dollar) per share.

### ARTICLE V-PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

### ARTICLE VI-REGISTERED OFFICE

The street address of the initial registered office of the corporation is:  
3055 Washington St Coconut Grove FL 33133

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and the name of the registered agent at such address is : Maria Freed

#### ARTICLE VII-PRINCIPLE OFFICE

The initial street address of the principal office of the corporation is:  
3055 Washington St Coconut Grove Fl 33133

#### ARTICLE VIII-DIRECTORS

The initial board of directors of the corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the corporation's by-laws.

The name and address of the member(s) of the first board of directors is(are):

Maria Freed-3055 Washington St Coconut Grove Fl 33133

#### ARTICLE IX-INCORPORATOR

The name and address of the incorporator is:

Maria Freed -3055 Washington St Coconut Grove Fl 33133

#### ARTICLE X-INDEMNIFICATION

The corporation shall indemnify any officer or director to the fullest extent permitted by law.

#### ARTICLE XI-ADOPTION OF CONTRACTS AND REIMBURSEMENT OF EXPENSES

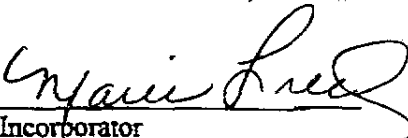
The corporation hereby adopts all contracts made on or behalf by the hereinbefore mentioned incorporator. The corporation further authorizes its director(who shall have sole discretion) to reimburse the incorporator for any and all expenses incurred in organizing and forming the corporation.

#### ARTICLE XII-RIGHT TO AMEND ARTICLES OF INCORPORATION

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The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any writing inferred upon the shareholders shall be subject to this reservation.

6<sup>th</sup> In Witness Whereof, the undersigned has executed these Articles of Incorporation this  
6<sup>th</sup> of June 2003.

  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

Que Pasa Communications Inc.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF  
Coconut Grove STATE OF Fla  
(CITY) (STATE)

HAS NAMED Maria Freed, LOCATED AT  
(NAME OF REGISTERED AGENT)

3055 Washington St Coconut Grove Fl 33133  
(STREET ADDRESS AND NAME OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Coconut Grove, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS.

SIGNATURE

Maria Freed

TITLE

President

(CORPORATE OFFICER)

DATE

June 6<sup>th</sup>, 2003

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 PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Maria Freed  
REGISTERED AGENT

DATE

June 6<sup>th</sup>, 2003