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TALLAHASSEE FLORIDA

F 7/7/03

MARCELL FELIPE

ATTORNEYS & COUNSELORS AT LAW

888 BRICKELL AVE., 5TH FLOOR
MIAMI, FL 33131 USA

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2003 JUN 30 AM 10:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 26, 2003

Department of State
Division of Corporations
PO Box 5327
Tallahassee, FL 32314

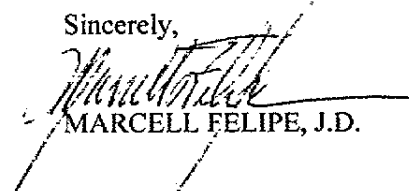
Dear Sir/Madam:

Enclosed, please find two counterparts of the Articles of Incorporation for ARO MEDIA GROUP, INC. to be filed with the Division of Corporations and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
<u>Certified Copy</u>	<u>\$ 8.75</u>
Total	\$78.75

Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

Sincerely,


MARCELL FELIPE, J.D.

EFFECTIVE DATE

06/25/03

ARTICLES OF INCORPORATION

OF

ARO MEDIA GROUP, INC.

FILED

2003 JUN 30 AM 10:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **ARO MEDIA GROUP, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 800 Claughton Island Drive, Suite 401, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marcell Felipe.

ARTICLE VI - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have one (1) director initially. The number of directors may thereafter be increased

or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

Name:
FELIPE REZK

Title:
President
Vice-President
Secretary/Treasurer

Address:
800 Claughton Island Drive
Suite 401
Miami, Florida 33131

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Incorporator

The name and address of the subscriber to these Articles are:


Name:
Marcell Felipe, J.D.

Address:
888 Brickell Avenue
5th Floor
Miami, Florida 33131

ARTICLE IX

The number of shares of stock is: 1,000

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 25th day of June, 2003.


MARCELL FELIPE, Incorporator (SEAL)

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared MARCELL FELIPE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 25th day of June, 2003.



Juliana Gonzalez Pinto
Printed Name: Juliana Gonzalez Pinto
Notary Public, State of Florida
My Commission Expires: 03/06/07

**CERTIFICATE 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 48.091, Florida Statutes, the following is submitted:

ARO MEDIA GROUP, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marcell Felipe, J.D., located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 as its agent to accept service of process within Florida.

Marcell Felipe
Marcell Felipe, J.D.
Incorporator
Dated: 6/25, 2003
2003 JUN 30 AM 10:27
FILED
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

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.

Marcell Felipe (SEAL)
MARCELL FELIPE, J.D.
Registered Agent

Dated: 6/25, 2003