

**Electronic Articles of Incorporation
For**

P03000080119
FILED
July 21, 2003
Sec. Of State

V&N CELESTIAL ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

V&N CELESTIAL ENTERTAINMENT, INC.

Article II

The principal place of business address:

905 BRICKELL BAY DRIVE TOWER 2
SUITE 227
MIAMI, FL. US 33131

The mailing address of the corporation is:

905 BRICKELL BAY DRIVE TOWER 2
SUITE 227
MIAMI, FL. US 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

VICTOR M VAZQUEZ
905 BRICKELL BAY DRIVE TOWER 2
SUITE 227
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: VICTOR M. VAZQUEZ

Article VI

The name and address of the incorporator is:

HERNAN FERNANDEZ
FERNANDEZ ACCOUNTING SERVICES, INC.
27553 S. DIXIE HWY
HOMESTEAD, FL 33032

Incorporator Signature: HERNAN FERNANDEZ

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
VICTOR M VAZQUEZ
905 BRICKELL BAY DRIVE TOWER 2 SUITE 227
MIAMI, FL. 33131

Title: VPD
NATALIA FERNANDEZ NOTARIO
905 BRICKELL BAY DRIVE TOWER 2 SUITE 227
MIAMI, FL. 33131

Article VIII

The effective date for this corporation shall be:

07/14/2003