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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

all city urban magazine, inc.

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(3) **ARTICLES OF INCORPORATION (PROFIT)
OF
ALL CITY URBAN MAGAZINE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gino Vela, the undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation under and by virtue of the laws of the State of Florida.

1. The name of the Corporation shall be: All City Urban Magazine, Inc.
2. The number of shares the corporation is authorized to issue shall be 1000 shares all of one class designated as common stock, at \$ 1.00 per value.
3. The street address and county of the initial principal office of the corporation is: 14951 SW 82 Ln 206 Miami, FL 33193, Miami Dade County and the name of the initial registered agent at this address is: 14951 SW 82 Ln 206 Miami, FL 33193.
4. The number of directors constituting the initial Board of Directors shall be three Directors and the names and addresses of the persons whom are to serve as directors until the first meeting of shareholders or until their successors are elected and qualified are:
 - 1) Gino Vela, Pres 60% shares, address is: 14951 SW 82 Ln 206 Miami 33193
 - 2) Alex Sagot, Sec. 10% shares, address is: 14951 SW 82 Ln 206 Miami 33193
 - 3) Alvaro Carcache, Treas/VP 30% shares, address is: 14951 SW 82 Ln 206 Miami 33193
5. To the fullest extent permitted by the State of Florida Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its Shareholders for monetary damages for breach of duty as a director. No amendment Or repeal of this Article nor the adoption of any provision of these Articles inconsistent With this Articles shall eliminate or reduce the protection granted herein with respect to Any matter that occurred prior to such amendment, repeal or adoption
6. The corporation elects to have preemptive rights.

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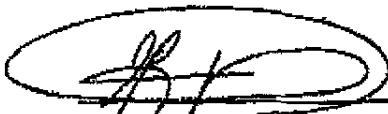
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7. All shareholders of the corporation are entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

8. The name and address of the register agent/incorporator is:

Gino Vela and the address is: 14951 SW 82 Ln 206 Miami, Fl. 33193



Signature
Gino Vela

April 23rd, 2004

Date 4/23/04

I, Gino Vela agrees, as Register Agent, to accept service of process; to keep the office open during prescribed hours; to post his name and any other officers of said corporation authorized to accept service of process at the above designated address in some conspicuous place in the office as required by law.

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