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**FLORIDA PROFIT CORPORATION OR P.A.**

**onyx multi-media group, inc.**

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**ARTICLES OF INCORPORATION**

**OF**

**ONYX MULTI-MEDIA GROUP, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. - CORPORATE NAME**

The name of the Corporation is ONYX MULTI-MEDIA GROUP, INC.

**ARTICLE II. - CORPORATE DURATION**

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the execution hereof.

**ARTICLE III. - PURPOSE AND POWERS**

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

**ARTICLE IV. - CAPITALIZATION**

The aggregate number of shares the Corporation is authorized to issue is 1000. Such shares shall be of a single class and shall be without par value.

**ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of the Corporation is 5840 S.W. 42<sup>nd</sup> Terrace, Miami, FL 33155, and the name and address of its initial registered agent is William A. Machado, 5840 S.W. 42<sup>nd</sup> Terrace, Miami, FL 33155. The principal office and mailing address of the corporation is 5840 S.W. 42<sup>nd</sup> Terrace, Miami, FL 33155.

This instrument prepared by:  
Gary Silberman, Esq.  
JONAS & SILBERMAN, P.A.  
300 71st Street, Suite #405  
Miami Beach, FL 33141  
Florida Bar No. 0885230  
Tel: (305) 866-7651

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**ARTICLE VI - DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the persons who are to serve as a member of the initial Board of Director are as follows:

William A. Machado  
5840 S.W. 42<sup>nd</sup> Terrace  
Miami, FL 33155

Pedro Jorge Bregolat  
5840 S.W. 42<sup>nd</sup> Terrace  
Miami, FL 33155

**ARTICLE VII - INCORPORATORS**

The name and address of the incorporator is:

William A. Machado  
5840 S.W. 42<sup>nd</sup> Terrace  
Miami, FL 33155

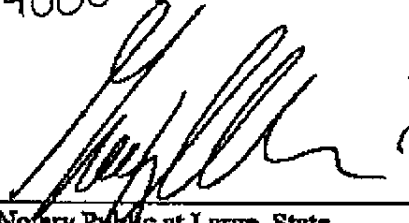
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami, Florida on the 13th day of July, 2004.

  
\_\_\_\_\_  
WILLIAM A. MACHADO

STATE OF FLORIDA:  
COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared WILLIAM A. MACHADO and he acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this <sup>13th</sup> day of July, 2004, and who did take an oath.

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Notary Public at Large, State  
of Florida  
My commission expires:



Gary Silberman  
Commission # DD144033  
Expires: FEB. 21, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

**ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT**

COMES NOW, WILLIAM A. MACHADO, and hereby acknowledges his appointment as the registered agent of ONYX MULTI-MEDIA GROUP, INC., and he is familiar with, and accepts, the obligations of that position.

  
WILLIAM A. MACHADO

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