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From:

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FLORIDA PROFIT CORPORATION OR P.A.

SINERMEDIA CORP.

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FAX AUDIT # H04000151262

**ARTICLES OF INCORPORATION OF
SINERMEDIA CORP.**
in compliance with Chapter 607, Florida Statutes

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: Sinermedia Corp.

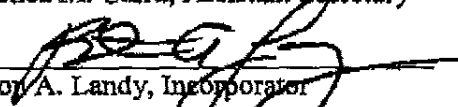
ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:The principal place of business and mailing address of the corporation is: c/o Burton A. Landy, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.**ARTICLE III - CAPITAL STOCK:**

The number of shares of common stock that the Corporation is authorized to issue is One Thousand (1,000) at One Hundred Dollars (\$100.00) par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV - INITIAL DIRECTOR:The name and address of the initial Director of the Corporation are as follows: Juan Molins Jordi, c/o One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131**ARTICLE V - REGISTERED AGENT:**The name and street address of the registered agent are: American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131**ARTICLE VI - INCORPORATOR:**The name and street address of the incorporator are: Burton A. Landy, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131**ARTICLE VII - INDEMNIFICATION:**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

American Information Services, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

By: 
Angelica M. Chiru, Assistant SecretaryDate: 7/22/04
Burton A. Landy, Incorporator
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