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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

RHAYUELA-FX, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLE OF INCORPORATION
OF

RHAYUELA-FX, Inc.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts (s) the following Articles of Incorporation.

ARTICLE I - NAME

The Name of the Corporation shall be:

RHAYUELA-FX, Inc.

The principal place of business of this corporation shall be:

RHAYUELA-FX, Inc.
2332 Galliano Street Suite 219
Coral Gables, Florida. 33134.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

One Thousand shares of common stock at one (1) dollar per value, distributed in the following way:

	Shares
<u>Rhayuela Films USA, LLC</u>	300
Jader Rangel	
2332 Galliano Street Suite 219	
Coral Gables, FL. 33134	
<u>F-X Net, Inc.</u>	500
Wilson Gomez	
2332 Galliano Street Suite 219	
Coral Gables, FL. 33134	

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE V - OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are).:

Name & Address

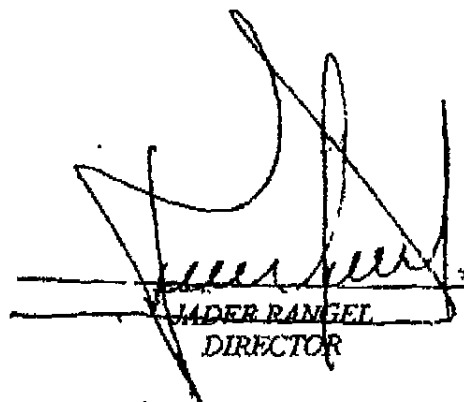
Title

Jader Rangel
2332 Galiano Street Suite 219
Coral Gables, Florida. 33134.

Director

Wilson Gomez
2332 Galiano Street Suite 219
Coral Gables, Florida. 33134.

Director



JADER RANGEL
DIRECTOR



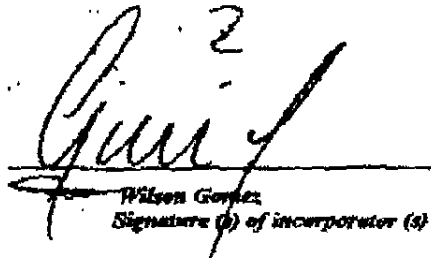
WILSON GOMEZ
DIRECTOR

ARTICLE VI - INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to this articles of incorporation is (are):

Wilson Gomez
2532 Galiano Street Suite 219
Coral Gables, Florida, 33134.

IN WITNESS WHEREOF, The undersigned incorporator (s) has (have) executed these articles of incorporation this September 28, 2004.


Wilson Gomez
Signature (s) of incorporator (s)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under The laws of the State of Florida, submit's the following statement in designating the registered office/registered agent, in the State of Florida

1. *The name of the corporation:*

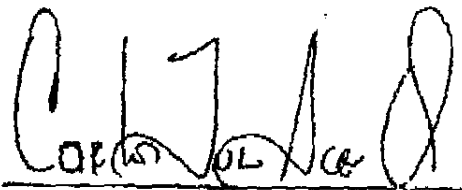
RHAYUELA-FX, Inc.

2. *The name and address of the registered agent and office is:*

Carlos J. Acero Q.
2532 Galiano Street Suite 219
Coral Gables, Florida, 33134, 3301 Alden Way

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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 DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

A handwritten signature in black ink, appearing to be 'C. J. W. N. C.', written over a horizontal line.

SIGNATURE

Register Agent's Signature

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