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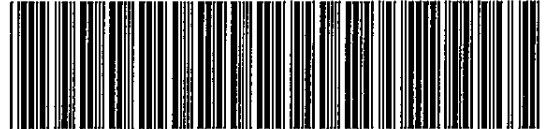
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TALLAHASSEE, FLORIDA

05 APR 15 PM 1:28

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EXPRESS CORPORATE FILING SERVICE INC.

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CORAL GABLES, FL 33134

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. D & A Advertising and Consulting, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**Articles of Incorporation**  
**of**  
**D & A Advertising and Consulting, Inc.**

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TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of the Corporation is D & A Advertising and Consulting, Inc., (hereinafter, "Corporation").

**ARTICLE II – PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida with the intent to profit.

**ARTICLE III – PRINCIPAL OFFICE**

The principal office of the Corporation in the State of Florida shall be located at:

*5561 SW 5 Ter,  
Miami, FL 33134*

Located in the County of Broward and the mailing address shall be:

*PO Box 140304  
Coral Gables, FL 33114*

**ARTICLE IV – INCORPORATOR**

The name and street address of the incorporator of this Corporation is Daisy Sarmiento whose address shall be the same as the mailing address of the principle office of the Corporation.

## **ARTICLE V – OFFICERS**

The officers of the Corporation shall be:

President:	Daisy Sarmiento
Vice President:	Alberto D Noriega
Secretary:	Alberto D Noriega
Treasurer:	Daisy Sarmiento

Whose addresses shall be the same as the principle office of the Corporation.

## **ARTICLE VI – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Daisy Sarmiento  
Alberto Noriega

## **ARTICLE VII – CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 7500 Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

### **ARTICLE VIII – SUB – CHAPTER S CORPORATION**

The corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this Corporation has elected to be an S-Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

### **ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

### **ARTICLE X - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE XI - VOTING RIGHTS**

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

### **ARTICLE XII - LIABILITIES FOR DEBTS**

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

### **ARTICLE XIII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE XIV – AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XV – INITIAL REGISTERED AGENT**

The Registered Agent of the Corporation shall be:

Alberto D Noriega  
5561 SW 5 Ter,  
Miami, FL. 33134

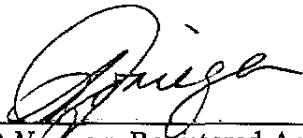
**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this *13th day of April in the year 2005*.

A handwritten signature in black ink, appearing to read 'Daisy Sarmiento', is written over a horizontal line.

*Daisy Sarmiento, Incorporator*

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Alberto D Noriega, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes. Whose address is 5561 SW 5 Ter, Miami, FL. 33134.

  
\_\_\_\_\_  
Alberto D Noriega, Registered Agent

# D & A Advertising and Consulting, Inc.

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## Minutes of the First Meeting of the Board of Directors

The initial meeting of the Board of Directors of the Corporation was held at the office of the accountants of the corporation, on the 13th of April in the 2005, with the initial meeting of shareholders of the Corporation.

The Directors and officers present elected Daisy Sarmiento as the temporary chairman and nominated and elected and acted as such until relieved by the President, same being Daisy Sarmiento.

The Chairman then presented and read to the meeting a Waiver of Notice of meeting, subscribed by all of the Directors of the Corporation.

Upon a motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Chairman be requested to cause the same to be spread at length upon the minutes.

The Chairman then stated that nominations for officers of the Corporation were in order. The following persons were nominated and thereupon elected to the position opposite their names to serve until their successors are elected and qualified:

Officer/Director Detail	
Name	Title
Daisy Sarmiento	President
Alberto D Noriega	Vice President
Alberto D Noriega	Secretary
Daisy Sarmiento	Treasurer

The President, Vice President, Secretary and Treasurer thereupon assumed their respective offices.

The Chairman then stated that it was advisable to issue immediately certain shares of stock of the Corporation's common stock at its par value, none of which are issued and outstanding.



Thereupon, the following resolution was adopted:

RESOLVED, that the officers of the Corporation are hereby authorized to issue at this time, shares of the authorized capital stock of the Corporation to the following:

Shareholder Name & Address	Shares
Daisy Sarmiento	3,750
Alberto D Noriega	3,750

The following resolution was unanimously adopted:

RESOLVED, that the President and Treasurer be authorized, empowered and directed to open a bank account and to deposit therein all funds of the Corporation, payable on said account to be made in the corporate name and that a copy of the printed form of the bank resolution be appended to the minutes of this meeting.


The President then presented and read the minutes of the first meeting of shareholders of this Corporation, and the same were, on motion duly made, seconded and unanimously carried, in all respects ratified and adopted by this Board of Directors.

The President then presented and read to the meeting the Bylaws adopted at said meeting of the shareholders and made a part of the minutes, and on motion duly made, seconded and unanimously carried, the same were, in all respects, ratified, confirmed and approved as and for the Bylaws of the said Corporation.

On motion duly made, seconded and carried, the President was directed to designate such agents for service of process as the President may deem advisable from time to time, and to file with the Office of the Secretary of State, State of Florida, immediately and thereafter as required, the appropriate certificates designating the offices and agent or agents for service of process on this Corporation, and further to file copies of the same as a part of these minutes.

On a motion duly made, seconded and carried, the Treasurer was directed to pay from the corporate funds the expense of organizing the Corporation, approval of payment being given to the bill of Accountants for the Corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

X   
Secretary  
Alberto D Noriega