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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

# FLORIDA PROFIT CORPORATION OR P.A.

# SHOWMIX INTERNATIONAL, CORP.

Certificate of Status	0
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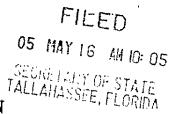
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## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

### SHOWMIX INTERNATIONAL, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

### 8295 NORTH WEST 56<sup>TH</sup> STREET MIAMI, FL 33166

### ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

#### ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 16,000 SHARES OF ONE-DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

### ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY IS DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE. AT WHICH IT IS OFFERED TO OTHERS.

### ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

8295 NORTH WEST 56<sup>TR</sup> STREET MIAMI, FL 33166

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PAULO H. MACHADO

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1), THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ARE:

# PAULO H. MACHADO PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER & DIRECTOR

### ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

### PAULO H. MACHADO

### 8295 NORTH WEST 56<sup>TH</sup> STREET MIAMI, FL 33166

### ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

### ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE FOWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

### ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 16<sup>TH</sup> DAY OF MAY OF 200S.

PAULO H. MACHADO INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

### WITNESSETH:

THAT SHOWMIX INTERNATIONAL, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED PAULO H. MACHADO, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

### ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF SHOWMUX INTERNATIONAL, CORP. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 16<sup>TH</sup> DAY OF MAY, 2005.

PAULO H. MACHADO REGISTERED AGENT