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J. Shivers JUN 28 2005

JON W. BURKE  
ATTORNEY AT LAW  
3300 NW NORTH RIVER DRIVE  
MIAMI, FLORIDA 33142  
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JUNE 23, 2005

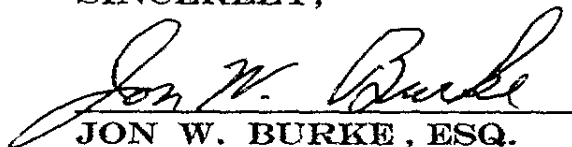
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE, FLA. 32314

RE; APMG, INC.

DEAR SIR:

ENCLOSED IS THE ORIGINAL AND ONE COPY  
OF THE CERTIFICATE OF INCORPORATION OF  
APMG, INC., AND CHECK FOR \$87.50, WHICH  
INCLUDES \$8.75 FOR A CERTIFIED COPY.

SINCERELY,

  
JON W. BURKE, ESQ.

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RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION OF

**APMG, INC .**

We , the undersigned , desiring to form a corporation under the provisions of the Laws of the State of Florida , hereby make, subscribe and acknowledge before a notary public , and file with the Secretary of State, of the State of Florida , a Certificate of Incorporation as follows :

I .

The name of the proposed corporation shall be :

**APMG, INC..**

II .

The general nature of the business and the object and purpose to be transacted and carried on , are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do , viz :

A . All functions of a advertising and marketing business.

B . To buy , acquire , hold , use , employ , mortgage , convey , lease , and dispose of patent rights , letters patent , processes , devices , inventions , trademarks , formulas , good will and other rights , to take , acquire , buy , hold , own , maintain , work , develop, sell , convey , lease , mortgage , exchange , improve , and otherwise

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DIVISION OF CORPORATIONS  
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deal in and dispose of real estate and real property, or any interest or rights therein, without a limit as to the amount; to lend money on notes secured by mortgage and real property, and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.

C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interest, accounts or debts of any person, partnership and/or corporation, domestic or foreign (except moneyed or transportation/or banking or insurance corporation) owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations, including judgments, interests, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporation) engaged in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the business of this company, or in which, or in connection with which, the manufactured articles, products or property of this company may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stock, bonds or other obligations of this company.

D. To purchase, take and lease or, in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery or retail stores, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified; but only to the extent to which the company may be authorized by the statutes under which it is organized.

E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company, under the laws of this State and the provisions of this Certificate, is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as the consideration for the same, to pay cash or to issue shares or obligations of this company.

F. Subject to the limitations herein prescribed and the statutes of this State, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks, or obligations of any company organized under the Laws of this State or of any other State, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance

corporations, and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

G. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to borrow or raise money for the purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills or exchange, promissory notes, or other obligations or negotiable instruments.

H. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to guarantee the payments of dividends or interests on any shares, stocks debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose and always subject to the limitations herein prescribed.

I. And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated, any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above

enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited, under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other States or possessions of the United States and of foreign countries.

J. Without in any particular way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes, or attainment of any kind of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations formed under the acts hereinabove referred to, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III.

The maximum number of shares of Common Stock outstanding at any one time shall be 10,000 shares, without nominal or par value, all of one class.

## IV.

The corporation will begin business with a sum of \$500.00 USD  
capital, all of which sums have been  
paid in full by the subscribers hereto.

## V.

The corporation shall have perpetual existence.

## VI.

The principal place of business of this corporation shall be  
3312 N.W. North River Drive, Miami, Florida 33142  
 with the privilege of having branch offices at any other place; and  
 the Registered Agent for service shall be Kevin Arango  
3312 N.W. North River Drive, Miami, Florida 33142

VII.

The number of directors of this corporation shall be not less than one(1) nor more than three(3).

VIII.

The names and post office addresses of the officers, all of whom shall constitute the first Board of Directors, are as follows:

PRESIDENT: Kevin Arango  
3312 N.W. North River Drive, Miami, Florida 33142

VICE-PRESIDENT: Isabel Cristina Piaggi  
3312 N.W. North River Drive, Miami, Florida 33142

SECRETARY:

TREASURER:



IX.

All of said directors are of full age and at least one of them is a citizen of the United States.

X.

The names and post office addresses of each subscriber of this Certificate of Incorporation, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES AMOUNT</u>
Kevin Arango	3312 N.W. North River Dr. Miami, Florida 33142	5,000
Isabel Cristina Piaggi	3312 N.W. North River Dr. Miami, Florida 33142	5,000

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is, or are, interested in, or is a director or officer, or are directors or officers, of such corporation.

