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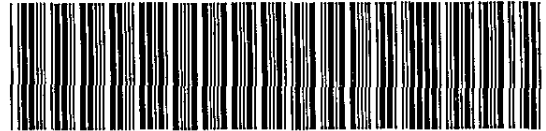
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STATE
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FALLS CHURCH, VIRGINIA

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FALLS CHURCH, VIRGINIA



CORPORATION SERVICE COMPANY

FILED

05 JUL -1 AM 8:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 462633 10233A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 128.75

ORDER DATE : July 1, 2005

ORDER TIME : 3:12 PM

ORDER NO. : 462633-005

CUSTOMER NO: 10233A

CUSTOMER: Lawrence F. Michelson, Esq
Lawrence F. Michelson, Esq.
Suite 120
1550 Madruga Avenue
Miami, FL 33146

FOREIGN FILINGS

NAME: MASS PROMOTIONS, INC.

XX PROFIT

XX CORPORATE

XXXX DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

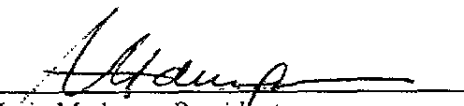
CERTIFICATE OF DOMESTICATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Maria Madruga, President of MASS Promotions, Inc., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was April 25, 2001.
2. The Jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MASS Promotions, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is MASS Hispanic Marketing, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of MASS Promotions, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 30 day of June, 2005.

By: 
Maria Madruga, President
(Authorized Signature)

ARTICLES OF INCORPORATION
OF
MASS Hispanic Marketing, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

MASS Hispanic Marketing, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage or transact in 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 maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having par value of One (\$1.00) Dollar per share.

Shares may be issued only for consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS.

The Principal Place of business and the mailing address of the Corporation is:

8250 NW 27th Street, Suite 301
Miami, Florida 33122

ARTICLE V. REGISTERED AGENT AND MAILING ADDRESS.

The Registered Agent and the street address of the initial Registered Agent in the State of Florida is:

Maria Madruga
8250 NW 27th Street, Suite 301
Miami, Florida 33122

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial directors and their street addresses are:

Maria Madruga
8250 NW 27th Street, Suite 301
Miami, Florida 33122

Alicia Martinez-Fonts
8250 NW 27th Street, Suite 301
Miami, Florida 33122

ARTICLE VII. INITIAL OFFICERS.

The name of the initial officers of this Corporation are:

President	Maria Madruga
Secretary	Alicia Martinez-Fonts

ARTICLE VIII. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the individual or individuals contracting with this Corporation.

ARTICLE IX. AMENDMENT.

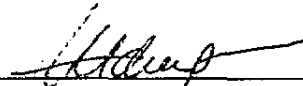
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INITIAL INCORPORATOR.

The name of the initial incorporator of the Corporation and heris street address is:-

Maria Madruga
8250 NW 27th Street, Suite 301
Miami, Florida 33122

IN WITNESS WHEREOF, the undersigned, as the Incorporator executed the foregoing Articles of Incorporation as of the 30 day of June, 2005.



Maria Madruga

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I, LARRY MICHELSON, a Notary Public in and for the County and State aforesaid DO HEREBY CERTIFY that personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and swore to and acknowledged that she signed sealed and delivered the said instrument in the capacities indicated as heris free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal at Miami, Miami-Dade County, Florida, this 30 day of June, 2005.



Notary Public
State of Florida

My commission expires:



CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes, the following is submitted in compliance therewith:

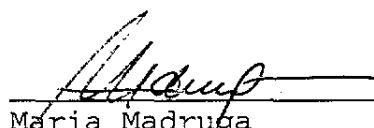
That MASS Hispanic Marketing, Inc., desiring to organize under the laws of the State of Florida, has named:

Maria Madruga
8250 NW 27th Street, Suite 301
Miami, Florida 33122

as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to act as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in this certificate Maria Madruga agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



Maria Madruga

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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