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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 10, 2005

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF**

MIAMI ON-LINE, CORP.

ARTICLE I

NAME

The name of the corporation is:

MIAMI ON-LINE, CORP.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To design, write, prepare, place, publish, and display on line in the internet and or in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish, and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements on line in the internet and or in publications of all kinds; to do bill posting; to manufacture, install, supply, maintain, and operate internet engines, billboards, signboards, and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation of radio and television advertisements and publicity devices; to do a general advertising, press agency, and publicity business in all its branches; and to make all contracts and do all things proper, incidental, and conducive to the complete attainment of such purposes

To borrow money and contract debts; to make, issue and dispose of bonds, debentures, notes and other obligations, secured or unsecured; and to make any lawful contract of guaranty, suretyship, or of any kind whatsoever in connection with, or in aid of any corporation or other organizations any of whose this Corporation owns or in which this Corporation has an interest; to secure contracts, obligations, and liabilities or any thereof, in whole or in part, by mortgage, deed of trust, creation of

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security interest in, pledge, or other lien, upon any or all of the property of this Corporation wheresoever situated, acquired, or to be acquired.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

750,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV

CORPORATE EXISTENCE

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This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Arturo Yero, P.A.

Initial Registered Office: Arturo Yero, P.A.
10271 Sunset Dr. Suite 104, 2nd Floor
Miami, FL 33173

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.



Arturo Yero, Esq

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the name and postal address of the initial director of the initial board of directors is:

Name: Jorge L. De Pina
Address: 7200 NW 114 Avenue, Suite 208

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Miami, Florida 33178

Name: Norah M. De Pina
Address: 7200 NW 114 Avenue, Suite 208
Miami, Florida 33178

ARTICLE VII

INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Arturo Yero, Esq
Address: Arturo Yero, P.A.
10271 Sunset Dr. Suite 104, 2nd Floor
Miami, FL 33173

ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

ARTICLE IX

ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in

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proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerees shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

ARTICLE X

INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

7200 NW 114 Avenue, Suite 208
Miami, Florida 33178

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 5th day of August, A.D. 2005.


Arturo Yero, Esq
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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