

Division of Corporations Page 1
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Florida Department of State
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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/NON PROFIT CORPORATION

SPIN-OFF INTERNET MARKETING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 MAY -4 AM 9:38

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ARTICLES OF INCORPORATION
OF
SPIN-OFF INTERNET MARKETING, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of
Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is: SPIN-OFF INTERNET MARKETING, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

SPIN-OFF INTERNET MARKETING, INC.
5791 SW 51 TERRACE
MIAMI, FL 33155

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business
permitted under the laws of the United States of the State of Florida.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares, which the corporation shall have the authority to issue,
shall be 1,000 shares of ONE DOLLAR \$1.00 par value voting common stock.

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ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5791 S.W. 51 Terrace, Miami, FL 33155 and the name of the initial registered agent of this Corporation at that address is Melissa Anido-Lopez.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The names and addresses of the initial directors of this Corporation are:

FRANK RIVERA
SPIN-OFF INTERNET MARKETING, INC.
5791 SW 51 TERRACE
MIAMI, FL 33155

MELISSA ANIDO-LOPEZ
SPIN-OFF INTERNET MARKETING, INC.
5791 SW 51 TERRACE
MIAMI, FL 33155

ARTICLE VIII INCORPORATOR

The name and street address of the person/s signing these Articles of Incorporation as the Incorporator/s are:

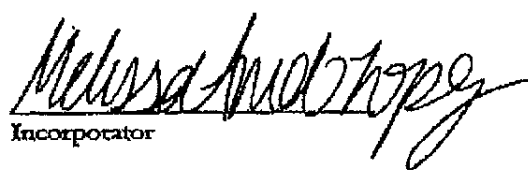
FRANK RIVERA
SPIN-OFF INTERNET MARKETING, INC.
5791 SW 51 TERRACE
MIAMI, FL 33155

MELISSA ANIDO-LOPEZ
SPIN-OFF INTERNET MARKETING, INC.
5791 SW 51 TERRACE
MIAMI, FL 33155

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

this 2 day of May, 2006.


Incorporator


Incorporator

CERTIFICATE OF REGISTERED AGENT
OF
SPIN-OFF INTERNET MARKETING, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That SPIN-OFF INTERNET MARKETING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Corporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Melissa Anido-Lopez as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate I hereby Accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 2 day of May, 2006.


MELISSA ANIDO-LOPEZ

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