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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

kapao media, inc.

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ARTICLES OF INCORPORATION

OF

KAPAO MEDIA, INC.

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ARTICLE I - NAME

The name of the corporation shall be: KAPAO MEDIA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the operation of any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any stock of this corporation of the same kind, class or service, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the principal office is 9400 S.W. 77th Avenue, Unit K2, Miami, FL 33156; the mailing address of the principal office is 9400 S.W. 77th Avenue, Unit K2, Miami, FL 33156; and the street address of the initial registered agent of this corporation is 2151 Le Jeune Road, Suite 202, Coral Gables, FL 33134. The name of the registered agent is Giorgio L. Ramirez, Esquire.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

P/D
John C. Calderin
9400 S.W. 77th Avenue, Unit K2
Miami, FL 33156

P/D
Paola Beatriz Arencibia
9400 S.W. 77th Avenue, Unit K2
Miami, FL 33156

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

1 Giorgio L. Ramirez, Esquire
2151 Le Jeune, Suite 202
Coral Gables, FL 33134

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER VOTING AND QUORUM

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE XII - INDEMNIFICATION

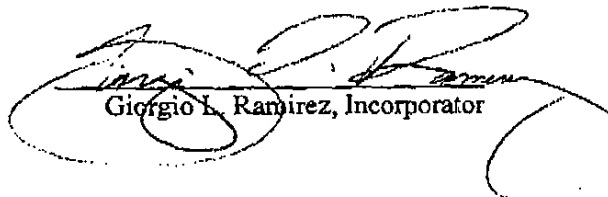
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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

Incorporation this 6th day of June, 2006.

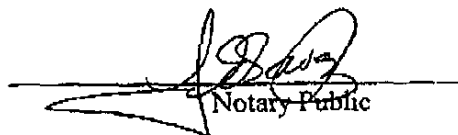

Giorgio L. Ramirez, Incorporator

STATE OF FLORIDA)

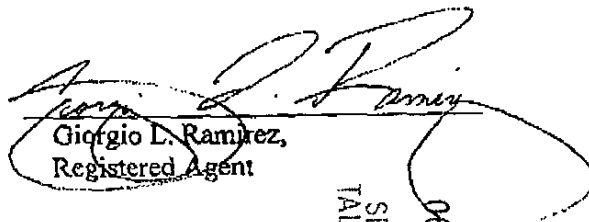
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledge before me this 6th day of June, 2006 by Giorgio L. Ramirez, who is personally known to me and who did take an oath.




Notary Public

I, the undersigned, having been named as Initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.


Giorgio L. Ramirez,
Registered Agent

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