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FLORIDA PROFIT/NON PROFIT CORPORATION

brandmax corporation

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ARTICLES OF INCORPORATION 06 JUN -9 PM 1:12

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BRANDMAX CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **BRANDMAX CORPORATION** and it is located at 2916 Ponce de Leon Blvd., Second Floor, Coral Gables, Florida 33134.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1000 shares, with a par value of \$0.00 per share.

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ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 1900, 701 Brickell Avenue, Miami, Florida 33131 and the name of its initial registered agent at such address is Manuel E. Iglesias, Esq.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the persons who are to serve as the members of the initial board of directors are:

Mr. Eduardo Cantera
2916 Ponce de Leon Blvd.
Second Floor
Coral Gables, Florida 33134

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Manuel E. Iglesias, Esq.
Ruden McClosky
701 Brickell Avenue
Suite 1900
Miami, Florida 33131


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ARTICLE VIII

SECRETARY OF STATE
TALLAHASSEE FLORIDAINDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the ___ day of June, 2006.


 Manuel E. Iglesias, Esq.
Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


 Manuel E. Iglesias, Esq.

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