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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT/NON PROFIT CORPORATION

IMD ENTERTAINMENT, CORP.

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ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE IMD ENTERTAINMENT, CORP.

ARTICLE II

PRINCIPAL OFFICE

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

NILTON MARQUES DE SOUZA
14949 SW 8 TER
MIAMI, FL 33194

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE III

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

PREPARED BY:

OIKONOMOS ACCOUNTING CORP.
10200 NW 25TH ST STE 116
MIAMI, FL 33172

ARTICLE IV

CAPITAL STOCK AND INITIAL CAPITAL

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE HUNDRED THOUSAND (100,000) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE CENT OF DOLLAR (\$0.01). THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE THOUSAND AND 00/00 (\$1000.00) DOLLARS.

ARTICLE V

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

NILTON MARQUES DE SOUZA
RUA CORONEL RODRIGUES 482
BAIRRO VILA FORMOSA
SÃO PAULO, SP 03381-160

ARTICLE VI

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ISRAEL COSTA
10200 NW 25TH ST STE 116
MIAMI, FL 33172

ARTICLE VII

SUBSCRIBERS

THE NAMES AND ADDRESSES OF THE SUBSCRIBERS/INCORPORATORS OF THESE ARTICLES OF INCORPORATION ARE:

NILTON MARQUES DE SOUZA
RUA CORONEL RODRIGUES 482
BAIRRO VILA FORMOSA
SÃO PAULO, SP 03381-160

ARTICLE VIII

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN THE 11TH OF JANUARY OF 2007.

ARTICLE IX

STOCKHOLDERS

THIS CORPORATION SHALL HAVE THE FOLLOWING STOCKHOLDERS:

NAME	PERCENTAGE OF OWNERSHIP
NILTON MARQUES DE SOUZA	100%

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XI

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 STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.


IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 11th OF JANUARY OF 2007


NILTON MARQUES DE SOUZA

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ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


ISRAEL COSTA

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