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Division of Corporations

ARAZOZA FERNANDEZ FRAGA 305 442 4829

Page 1 of 1

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From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305)444-6226
Fax Number : (305)442-4829

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

RASHEL TALENT AGENCY INC.

Certificate of Status	1
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H07000087076 3

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

RASHEL TALENT AGENCY INC.

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: RASHEL TALENT AGENCY INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of common stock, \$1 (One Dollar) par value per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza
2100 Salzedo Street Suite 300
Phone: (305) 444-6226
Coral Gables, Florida 33134
Florida Bar No.0698806

H07000087076 3

H07000087076 3

ARTICLE VI
ADDRESS

The principal office and mailing address of this Corporation in the State of Florida is 8300 W FLAGLER STREET, SUITE 165, MIAMI, FL 33144. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial directors which shall serve until their replacements assume their positions is:

<u>Name</u>	<u>Address</u>
RASHEL DIAZ	8300 W FLAGLER STREET SUITE 165 MIAMI, FL 33144
PEDRO NELSON DIAZ	8300 W FLAGLER STREET SUITE 165 MIAMI, FL 33144

ARTICLE VIII
INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	RASHEL DIAZ	8300 W FLAGLER STREET
Secretary		SUITE 165 MIAMI, FL 33144
Vice President	PEDRO NELSON DIAZ	8300 W FLAGLER STREET
Treasurer		SUITE 165 MIAMI, FL 33144

ARTICLE IX
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is RASHEL DIAZ, located at 8300 W FLAGLER STREET, SUITE 165, MIAMI, FL 33144.

H07000087076 3

H07000087076 3

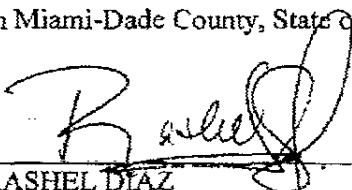
ARTICLE X
AMENDMENT

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, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

RASHIEL TALENT AGENCY INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates RASHEL DIAZ, as its Registered Agent to accept services within the State. The registered office of the Corporation shall be 8300 W FLAGLER STREET, SUITE 165, MIAMI, FL 33144.

WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, this 3rd day of April, 2007



RASHEL DIAZ
Incorporator/President/Director

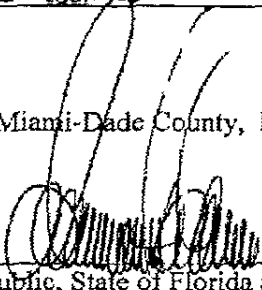
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of April, 2007, by RASHEL DIAZ. She presented her FL. DRIVER'S LICENSE as identification and she did _____ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 3rd day of April, 2007.



Laura Kohn
Commission #DD319617
Expires: May 16, 2008
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida at Large

My commission expires:

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

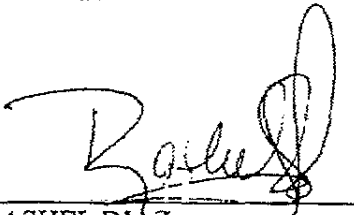
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

RASHIEL DIAZ

2. The name and address of the registered agent is:

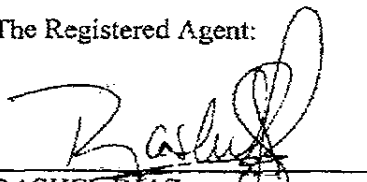
8300 W FLAGLER STREET
SUITE 165
MIAMI, FL 33144



RASHIEL DIAZ
Dated: April 3rd 2007

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Registered Agent:



RASHIEL DIAZ
Dated: April 3rd 2007

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H07000087076 3