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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

ODEUM AMERICA, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

ODEUM AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

ODEUM AMERICA, INC.

The address of the principal office of this corporation shall be:

Suite 100
10814 NW 33rd Street
Miami, FL 33172

and the mailing address of the corporation shall be:

Suite 100
10814 NW 33rd Street
Miami, FL 33172

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business or business activity permitted under the laws 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 7,500 shares of common stock at one dollar par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of this Corporation shall be as follows:

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Suite 100
10814 NW 33 Street
Miami, FL 33172

and the name of the initial registered agent of the corporation at that address is:

CARLOS MUSSO

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Carlos Musso
Suite 100
10814 NW 33rd Street
Miami, FL 33172

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are:

Carlos Musso
Suite 100
10814 NW 33rd Street
Miami, FL 33172

IN WITNESS WHEREOF I have made and subscribed my name and signature to these Articles of Incorporation, this 19 day of April, 2007.



CARLOS MUSSO

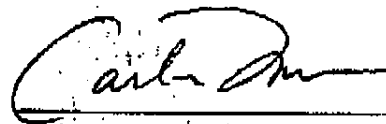
CERTIFICATE OF REGISTERED AGENT

IN PURSUANCE to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Odeum America, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, name: CARLOS MUSSO, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby state that I am familiar with the obligations imposed herein, accept said appointment as registered agent of said corporation and agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CARLOS MUSSO

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