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SECRETARY OF STATE

520

AM & ASSOCIATES PA 1689 NE 123RD ST NORTH MIAMI, FLORIDA 33181 PHONE (305)-893-2669 FAX (305)891-3458 E MAIL mabelromaniuk@bellsouth.net

May 15. 2007

STATE OF FLORIDA DIVISION OF CORPORATION PO BOX 6327 TALLAHASSE FL. 32314

Enclosed please find a check for \$78.75 and Articles of Incorporation for:

Celis & Associates Inc.

Please send the Articles and Certificate to my office.

Thank your

Mabel Romaniuk Public Accountant

ARTICLES OF INCORPORATION CELIS & ASSOCIATES, INC.

ARTICLES I NAME

The name of this Corporation is: CELIS & ASSOCIATES, INC.

And its address is:

620 MADEIRA AVE CORAL GABLES FLORIDA 33134



ARTICLES II. DURATION

This Corporation shall have perpetual existence.

ARTICLES III -PURPOSES

This Corporation may engage in representation, television production, activity permitted under the laws of the United States and of the State of Florida.

ARTICLES IV-CAPITAL STOCK

This corporation is authorized to issue 1000. Shares of (10.00) per value common stock, which shall be designated "common Shares".

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is:

RICARDO CELIS

620 MADEIRA AVE CORAL GABLES FLORIDA 33134

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

RICARDO CELIS (PRESIDENT) 620 MADEIRA AVE CORAL GABLES FL 33134 SILVIA COUSO-CELIS (VICE-PRESIDENT) 620 MADEIRA AVE CORAL GABLES FL 33134

ARTICLE VII BY LAWS

The Bylaws of this Corporation may be adopted, altered, amended o repealed by either the Shareholders or Directors.

ARTICLE VIII INDEMNIFICATION

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

ARTICLE IX INCORPORATOR

The name of the person signing these Articles is: RICARDO CELIS

Address is:

620 MADEIRA AVE CORAL GABLES FL 33134

TALLAHASSEY OF WEST

Certificate designating Place of business o domicile for the service of process within Florida, naming Agent upon whom may be served in compliance with section 49.901 Florida Statutes, the following is submitted.

First that <u>CELIS & ASSOCIATES, INC.</u> corporation desiring to organize or qualify under the laws of the State of Florida with its principal place of Business at the

State of FLORIDA has name RICARDO CELIS

Located at 620 MADEIRA AVE CORAL GABLES FL 33134

City of MIAMI State of Florida as its agent to accept Services by process within Florida

Signature

TITLE President

DATE 05/15/07

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Signature

Resident Agent

ARTICLE X AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provision of the Florida Business Corporation act.

In Witness whereof, the undersigned has executed these Articles of Incorporation this 15 days of MAY 2007.

My commission expires

MABEL ROMANIUK
Comm# DD0428856
Expres 6/29/2009
Finded thru (800)432-4254
Flonda Notary Assn., inc.