

07/20/07 10:47 AM From: ARES & COMPANY, C.P.A., P.A. To: 185020-0381 Page: 001 of 10

Florida Department of State
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From:
Account Name : ARES & COMPANY, C.P.A., P.A.
Account Number : I20000000268
Phone : (305) 229-8256
Fax Number : (305) 229-8252

FLORIDA PROFIT/NON PROFIT CORPORATION

RBBR MEDIA ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RBBR MEDIA ENTERTAINMENT, INC.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

RBBR MEDIA ENTERTAINMENT, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ARES & COMPANY, C.P.A., P.A.

3636 SW 87TH AVE.

MIAMI, FL. 33165

PH: (305) 229-8256

FAX: (305) 229-8252

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Transact any and all lawful business.

- (1) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

RBBR MEDIA ENTERTAINMENT, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

**DIAREN RODRIGUEZ
4343 W FLAGLER ST. – SUITE 505
CORAL GABLES, FL 33134**

The principal office and mailing address shall be:

**4343 W FLAGLER ST. – SUITE 505
CORAL GABLES, FL. 33134**

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ARTICLE VI

The initial Board of Directors & Shareholders shall be composed by FOUR (4) persons, whose names are:

DIAREN RODRIGUEZ	-	PRESIDENT	-	30% SHAREHOLDER
CARLOS BARCO	-	VICE-PRESIDENT	-	30% SHAREHOLDER
FRANCISCO JAVIER FERNANDO RODRIGUEZ VALERO	-	SECRETARY	-	20% SHAREHOLDER
LUIS FELIPE BERNAZA	-	TREASURER	-	20% SHAREHOLDER

The name and address of the incorporator executing these Articles of Incorporation is:

DIAREN RODRIGUEZ
4343 W FLAGLER ST. - SUITE 505
CORAL GABLES, FL. 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of July, 2007, which are signed below by the President and Vice-President of the Corporation.


DIAREN RODRIGUEZ
PRESIDENT


CARLOS BARCO
VICE-PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

RBBR MEDIA ENTERTAINMENT, INC.

2. The name and address of the Registered Agent and office is:

DIAREN RODRIGUEZ
4343 W FLAGLER ST. - SUITE 505
CORAL GABLES, FL. 33134

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.

SIGNATURE: _____

DIAREN RODRIGUEZ

DATE: _____

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