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FLORIDA PROFIT/NON PROFIT CORPORATION

face 2 face media, inc.

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ARTICLES OF INCORPORATION

OF

2008 JAN 24 P 1:24

FACE 2 FACE MEDIA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A PROFIT CORPORATION

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I
NAME**

The name of the corporation is FACE 2 FACE MEDIA, INC.

**Article II
PURPOSE**

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article III
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common stock having a par value of One Dollar (\$1.00) per share.

**Article IV
CAPITALIZATION**

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

**Article V
DURATION**

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

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**Article VI
PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is:

9100 S. Dadeland Boulevard
Suite 1607
Miami, Florida 33156

**ARTICLE VII
INCORPORATORS**

The name and address of the incorporator is:

Kevin L. Deeb
9100 S. Dadeland Boulevard
Suite 1607
Miami, Florida 33156

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial directors of the first board of directors are:

Francisco J. Gonzalez
10560 SW 7 Terrace
Miami, Florida 33174

Daniel Andarcio
15250 SW 298 Terrace
Homestead, Florida 33033

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial officers are:

President: Francisco J. Gonzalez
10560 SW 7 Terrace
Miami, Florida 33174

Vice President: Daniel Andarcio
15250 SW 298 Terrace
Homestead, Florida 33033

Secretary: Daniel Andarcio
15250 SW 298 Terrace
Homestead, Florida 33033

ARTICLE IX REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

9100 S. Dadeland Boulevard
Suite 1607
Miami, Florida 33156

The name of the registered agent at such address is:

Attorney Corporate Reporting Services, Inc.

ARTICLE X PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE XI CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

ARTICLE XII BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XIII DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIV INDEMNIFICATION

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

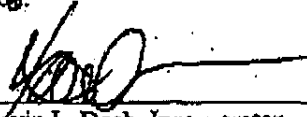
ARTICLE XV REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XVI RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 23 day of January 2008.


Kevin L. Deeb, Incorporator

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
OF
FACE 2 FACE MEDIA, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted in compliance with said Act:

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

Dated this 23 day of January, 2008.

Attorney Corporate Reporting Services, Inc.

By: 

Kevin L. Deeb, President

Registered Agent's Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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