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FLORIDA PROFIT/NON PROFIT CORPORATION

vocero magazine usa miami, inc.

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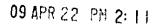
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Prepared by: JAVIER TALAMO, ESQ. KRAVITZ AND TALAMO, LLP 7600 W. 20 Ave. #213 Hislank, FL 33016 Pla. Bar #0721808 (305)-558-5300 HO900009755ET, FLORIDA

ARTICLES OF INCORPORATION OF VOCERO MAGAZINE USA MIAMI, INC. A FLORIDA CORPORATION

The undersigned incorporator(s) hereby forms the following corporation under the laws of the State of Florida:

ARTICLE I

The name of this corporation is VOCERO MAGAZINE USA MIAMI, INC.

ARTICLE II
PURPOSE

The corporation is organized to engage in any and all business parmitted under the laws of the State of Florida.

ARTICLE (III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is 100 shares of common stock. Said shares shall be of a single class and shall have a par value of \$1.00.

ARTICLE IV
TERM OF EXISTENCE

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

ARTICLE V
REGISTERED AGENT AND OFFICE

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

Sheyla F. Rodriguez 575 Crandon Blvd. Suite #306 Key Biscayne, FL 33149

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ARTICLE VI DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The names and street address of the initial directors of the corporation are:

Sheyla F. Rodriguez 575 Ceandon Bivd. Suhe #306 Key Biscayns, FL 33149

Maria Beatriz Umana 150 Ocean Lane Drive, Unit 9-C Key Biscayne, FL 33149

ARTICLE VII OFFICERS

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

Skeylu F. Rodriguez, President/Director 575 Crandon Blv4. Suite #366 Key Biscayne, FL 33149

Maria Beatriz Umana, Vice-President/Director 150 Ocean Lane Drive, Unit 9-C Key Biscayna, FL 33149

ARTICLE VIII INCORPORATORS

The name and street address of the incorporator is:

Sheyla F. Rodriguez, Incorparator 575 Crandon Bivd. Suite #306 Key Biscayne, FL 33149

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his others.

ARTICLE X CUMULATIVE VOTING

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE XI
THE ADDRESS OF THE CORPORATION

Principal Address: 575 Crandon Blvd. Suite #306 Key Biscayne, FL 33149

Malling Address: 575 Crandon Blvd. Sulte #306 Key Biscayne, FL 53149

ARTICLE XII 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this day of april , 200 9.

Shevia F. Rodriguez, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the keeping open said office.

Sheyla F. Rodriguez, Registered Agent

SECRETARY OF STATE OF TALLAHASSEE, FLORING

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