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To:

Division of Corporations
Fax Number : (850) 617-6381

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FLORIDA PROFIT/NON PROFIT CORPORATION

BRANDPOINTS SYSTEMS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 2009 AUG 14 P 1:36

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRANDPOINTS SYSTEMS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
BRANDPOINTS SYSTEMS, INC.

The principle place of business is: 8200 NW 52 TERR. STE. 104
DORAL, FL 33166

ARTICLE II

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 SHARES @ \$ 1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are)

GUILLERMO TORRES (D)
8200 NW 52 TERR. STE. 104
DORAL, FL 33166

ANTONIO MARQUEZ(D)
8200 NW 52 TERR. STE. 104
DORAL, FL 33166

OSCAR UMEREZ (D)
8200 NW 52 TERR. STE. 104
DORAL, FL 33166

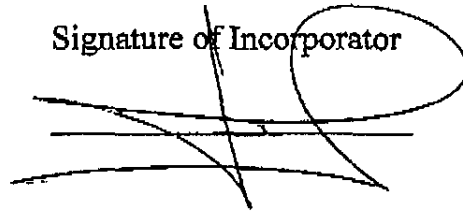
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

GUILLERMO TORRES
8200 NW 52 TERR. STE. 104
DORAL, FL 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed these Articles of Incorporation this

Signature of Incorporator

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, positioned below the text "Signature of Incorporator".

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws 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:
 BRANDPOINTS SYSTEMS, INC.

2. The name and address of the registered agent and office is:
 GUILLERMO TORRES
 8200 NW 52 TERR. STE. 104
 DORAL, FL 33166

Signature _____
Title _____ Date _____

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature _____
Date _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA