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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FER S CO USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FER S CO USA, INC.

The Undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I.-NAME

The name of the corporation is:

FER S CO USA, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be: TV PRODUCTION, PUBLIC RELATIONS, REAL ESTATE & MANAGEMENT

Any and all activities permitted under the Laws of the United States of Florida.

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ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES.

All the aforementioned stock is to be issued and fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: 1.00 PAR VALUE.

TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. - ADDRESS

The initial principal office address of this corporation  
in the State of Florida is: 2423 SW 147 AVE #146  
MIAMI, FL. 33185

Mailing address is: (Same)

The Board of Directors may from time to time move the  
principal office to any other address in Florida.

ARTICLE VII. - DIRECTORS

This Corporation shall have ONE (1) directors initially.  
The number of directors may be increased or decreased  
from time to time in such manner as may be prescribed by the  
By-Laws, but shall never be less than one (1). The Corporation  
shall indemnify and hold harmless each person who shall  
serve at any time hereafter as a director or officer of the  
corporation, and any person who serves at the request of  
this corporation, as a director or officer of any other corporation,  
from and against any and all claims and liabilities to which  
such person shall become subject by

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reasons of his having heretofore or hereafter being a director or officer the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise

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interested in, or are directors or officers of, such other corporation: any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such Contract or transaction, with the like force and affect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE VIII.- INITIAL DIRECTORS**

The names and post office addresses of the member of the first Board of Directors are:

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<u>NAME</u>	<u>ADDRESS</u>
FERNANDO COLUNGA(P,T)	2423 SW 147 AVE #146 MIAMI,FL. 33185
OMAR FERNANDEZ(V-P, S)	2423 SW 147 AVE #146 MIAMI, FL. 33185
FERNANDO COLUNGA SR.(V-P)	2423 SW 147 AVE #146 MIAMI,FL.33185
MARGARITA OLIVARES(V-P)	2423 SW 147 AVE #146 MIAMI,FL.33185

**ARTICLE IX.- SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
FERNANDO COLUNGA	2423 SW147 AVE #146 MIAMI, FL. 33185
OMAR FERNANDEZ	2423 SW 147 AVE #146 MIAMI, FL. 33185
FERNANDO COLUNGA SR.	2423 SW 147 AVE #146 MIAMI,FL. 33185
MARGARITA OLIVARES	2423 SW 147 AVE #146 MIAMI,FL. 33185

**ARTICLE X**

The stock of the corporation may be issued pursuant to The provisions of Section 1244 of the Internal Revenue Code, so that the Stockholders of corporations may receive the benefits provided thereunder.

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**H09000194134****ARTICLE XI. - PRE-EMPTIVE RIGHTS**

Should any Stockholders wish to dispose of his stock it shall first be offered by any third person, and said stock shall be available for a period of ninety (90) days to such remaining Stockholders. In the event that any said stock is not purchased by any or all of the remaining stockholders within ninety (90) days of the offer, said stock may then be sold by the Stockholders at the price of the bona-fide offer of the third person.

**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 Stockholder's Meeting by a majority of the stock Entitled to vote thereon.

In WITNES WHEREOF, The parties to these Articles of Incorporation have hereunto set their hands and seals this  
2<sup>ND</sup> day of SEPTEMBER, 2009

\_\_\_\_\_  
(SEAL) INCORPORATOR

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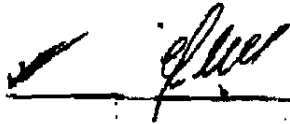


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(SEAL) INCORPORATOR  
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(SEAL) INCORPORATOR  
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(SEAL) INCORPORATOR

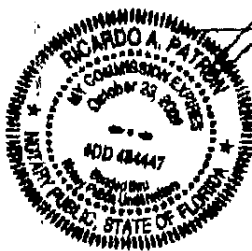
STATE OF FLORIDA SS:

COUNTY OF DADE

I HEREBY CERTIFY THAT on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared to me known to the persons described as subledge before me that they subscribed to these Articles of Incorporation.

IN WITNESS my hand and official seal in the County and State named above this 2nd day of September 2009

My commission expires:



  
NOTARY PUBLIC

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REGISTERED AGENT

The registered agent of this corporation will be

OMAR FERNANDEZ

The registered address will be:

2423 SW 147 AVE #146 MIAMI, FL. 33185

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.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48,091, Florida Statutes, the following is submitted:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST THAT FER S CO USA, INC.

(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
MIAMI

(CITY)

FL.

STATE OF FL. HAS NAMED CMAR FERNANDEZ  
(STATE) (NAME OF RESIDENT AGENT)

WITH THE PRINCIPAL ADDRESS BEING:

2423 SW 147 AVE #146 MIAMI, FL. 33185

( ADDRESS /POST OFFICE ADDRESSES ARE NOT ACCEPTED)  
(SAME)

MAILING ADDRESS:

MIAMI

CITY OF MIAMI STATE OF FLORIDA, AS ITS AGENT  
TO SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

PRESIDENT

TITLE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FROM 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.

DATE SEPT 2nd 2009 SIGNATURE 

(RESIDENT AGENT)

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