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FLORIDA PROFIT/NON PROFIT CORPORATION NEXTMEDIA GROUP CORP.

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CERTIFICATE OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLOREN

OF

NEXTMEDIA GROUP CORP.

The undersigned incorporators to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: NEXTMEDIA GROUP CORP.

ARTICLE II GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:

Carlos F. Arazoza

2100 Salzedo Street Suite 300 Coral Gables, Florida 33134 Phone: (305) 444-6226 Florida Bar Nº 0698806

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ARTICLE VI ADDRESS

The initial principal office and mailing address of this corporation in the State of Florida is 2100 Salzedo Street, Suite 201, Coral Gables, FL 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u> ASTRID KOHN DE GIBSON Address 2100 Salzedo Street Suite 201

Coral Gables, FL 33134

JUAN CARLOS TREJO

2100 Salzedo Street Suite 201 Coral Gables, FL 33134

ARTICLE VIII INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

Office

<u>Name</u>

Address

President

JUAN CARLOS TREJO

2100 Salzedo Street Suite 201

Coral Gables, FL 33134

Secretary

ASTRID KOHN DE GIBSON

2100 Salzedo Street Suite 201

Coral Gables, FL 33134

ARTICLE IX INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is LAURA KOHN of 2100 Salzedo Street, Suite 201, Coral Gables, FL 33134.

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ARTICLE X 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

NEXTMEDIA GROUP CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street Suite 300 Coral Gables, FL 33134.

WITNESS the hand and seal of the 16 th day of November, 2010		or in Mia mi-Dade County, St	ate of Florida,		
			NOV 16 AM		
STATE OF FLORIDA)) SS:	LAURA KOHN & W	STATE 45		

The foregoing instrument was acknowledged before me this 16th day of November, 2010, by LAURA KOHN, the incorporator, for and on behalf of NEXTMEDIA GROUP CORP. She is personally known to me and she did heterotake an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 16th day of November, 2010

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires:



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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 is:

NEXTMEDIA GROUP CORP.

2. The name and address of the registered agent is:

Arazoza & Fernandez-Fraga P.A.
2100 Salzedo Street, Suite 300
Coral Gables, FL 33134

LAURA KOHN

Dated the 16th day of November, 2010

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.

Arazoza & Fernandez-Fraga P.A.

Adelaida Fernandez Fraga

Director

Dated the 16th day of November 2010