

JUN 16 1995 9:00 AM FROM EMPIRE KIT COMPANY
8 9 00 AM PUBLIC ACCESS SYSTEM
(((H95000006731))) ELECTRONIC FILING COVER SHEET
TO DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 082-000000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000006731))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ELEMENTS ADVERTISING & REPRESENTATIONS INC.
FAX AUDIT NUMBER: H95000006731 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/16/1995 TIME REQUESTED: 09:50:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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(((H95000006731)))
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NUM

Connect: 00:14

FILED
JUN 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File

02 JUN 1995

JUN-16-1995 10:50 FROM EMPIRE CORP. KIT

TO

19049224000 P.02

PREPARED BY : (5)
BAL BUSINESS LEGAL
141 NE 3rd AVE # 206
ALEX SILVA
Miami, FL 33127
(305) 373-6211

ARTICLES OF INCORPORATION OF

ARTICLE I - NAME

The name of the corporation is: ELEMENTS ADVERTISING & REPRESENTATIONS INC.

With the principal place of business located at:
141 NE 3rd AVE #201
MIAMI FL 33132

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:
141 NE 3rd AVE # 201
MIAMI FL 33132

The name of the Initial Registered Agent of this corporation is:
PAULO SANTIAGO

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55 JUN 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 01 director(s) initially. The number of directors may be either increased or diminished from line to line by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation :

PAULO SANTIAGO - PRESIDENT .

ARTICLE VII - INCORPORATION

The name and address of the person signing this article is:

PAULO SANTIAGO

141 NE 3rd AVE # 201
MIAMI FL 33132

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

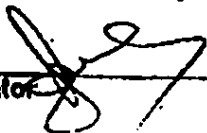
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of June of 1995 .

Incorporator



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JUN-16-1995 10:51 FROM EMPIRE CORP. KIT

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P. 84

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STATE OF FLORIDA)
COUNTY OF DADE)

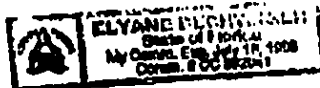
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **PAULO SANTIAGO**.

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 15 day of June, 1995.

**NOTARY PUBLIC
STATE OF FLORIDA AT LARGE**

My commission expires:



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JUN-16-1995 10:52 FROM EMPIRE CORP. KIT

TO

1904922-0001 P.05

H95000006731

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **ELEMENTS ADVERTISING & REPRESENTATIONS INC.** desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed **PAULO SANTIAGO**

, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

ELEMENTS ADVERTISING & REPRESENTATIONS INC.
to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 15 day of June, 1995.



Registered Agent

FILED
95 JUN 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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