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3/1/96

FLORIDA DIVISION OF CORPORATIONS

1:05 PM

((H96000002980)))

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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEDIA & MARKETING GROUP, INC.

FAX AUDIT NUMBER: H96000002980

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/01/1996

TIME REQUESTED: 13:05:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 4, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: MEDIA & MARKETING GROUP, INC.  
REF: W96000004747

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Loria Poole  
Corporate Specialist

FAX Aud. #: E96000002980  
Letter Number: 996A00009383

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DIVISION OF CORPORATIONS

96 MAR -4 PM 1:40

**ARTICLES OF INCORPORATION  
OF  
AC MEDIA & MARKETING GROUP, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
56 MAR -4 PM 3:04

**ARTICLE I- NAME**

The name of this Corporation is AC MEDIA & MARKETING GROUP, INC.

**ARTICLE II- DURATION**

This corporation shall have a perpetual existence commencing on the Date of Filing.

**ARTICLE III- PURPOSE**

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation is: **ANTONIO CASTELLANOS, 7095 NW 179 ST. SUITE 208, MIAMI, FLORIDA 33015.** The principal place of business of the Corporation shall be **7095 NW 179 ST. SUITE 208, MIAMI, FLORIDA 33015.**

**ARTICLE V- INITIAL BOARD OF DIRECTORS**

This Corporation shall have Two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial(s) Directors are:

NAME	ADDRESS
<b>ANTONIO CASTELLANOS</b>	<b>7095 NW 179 ST. STE.208</b>
<b>PRESIDENT-250 SHARES</b>	<b>MIAMI, FL 33015</b>
<b>RICARDO MARENCO JR.</b>	<b>7095 NW 179 ST. STE. 208</b>
<b>VICE-PRESIDENT-250 SHARES</b>	<b>MIAMI, FL 33015</b>

**PREPARED BY:**

Rafael R. Martinez  
Demar Enterprises . Accounting Services, Inc.  
1550 West 84th. Street, Suite 77  
Hialeah, Florida 33014  
Ph: (305) 558-4947  
Fax: (305) 821-9794

#### ARTICLE VII- LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

#### ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X- INCORPORATOR

The persons signing these articles are ANTONIO CASTELLANOS, 7095 NW 179 ST. STE. 208, MIAMI, FLORIDA 33015, and RICARDO MARENCO JR., 7095 NW 179 ST. STE. 208, MIAMI, FLORIDA 33015.

#### ARTICLE XI- AMENDMENT

This Corporation reserves the right to maned or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29 of February of 1996.

Antonio Castellanos  
ANTONIO CASTELLANOS  
PRESIDENT

Ricardo Marenco Jr.  
RICARDO MARENCO JR  
VICE-PRESIDENT

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

**AC MEDIA & MARKETING GROUP, INC.**, desiring to organize under the laws of the State of **FLORIDA** with its principal office, as indicated in the articles of incorporation has named **ANTONIO CASTELLANOS**, located at City Miami, County of Dade State of **Florida**, as its agent to accept service of process within this state.

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.

*Antonio Castellanos*  
**ANTONIO CASTELLANOS**  
Registered Agent

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