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Marci A. Rubin, Attorney at Law, P.A.
A General and Corporate Practice

May 20, 1996

Sharon Tala, Supervisor
Department of State, Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAY 22 AM 8:47

Re: Client: C & W. Latino, Inc. filing for a corporation
Cliff Courtney, Incorporator

800001839089
-05/24/96--01084--014
***122.50 ***122.50

Dear Ms. Tala:

Enclosed are the original and one copy of the articles of incorporation along with the designation and authorized acceptance of the registered agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$ 122.50 representing the fees for filing and receiving a certified copy. Please process this application as soon as possible because time is of the essence for my client.

Thank you in advance for your prompt assistance in this matter.

Very truly yours,

Marci A. Rubin
MARCI A. RUBIN, ESQ.

Enclosures

MAR:jj

ST 5/22

1451 W. Cypress Creek Road, Suite 211 • Ft. Lauderdale, Florida 33309
(954) 776-2744 • (800) 277-9902 • Facsimile (954) 771-1941

ARTICLES OF INCORPORATION
OF

C & W Latino, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 22 AM 8:47

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be is C & W Latino, Inc.

ARTICLE II

The initial principal office and mailing address of this corporation shall be :1680 Michigan Avenue, Suite 1034, Miami Beach, Florida 33139. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The name of the initial Registered Agent at the above address is: Cliff Courtney whose residence is located at 2501 S. Ocean Drive, #922, Hollywood, Florida 33019.

ARTICLE III

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To carry on general business in the advertising industry in sales, production, media purchasing, service agents, technician agents, generally without limitation as to class of products, services and merchandise within the United States including but not limited to the advertising industry.

(b) To borrow and raise monies for any of the purposes of the corporation and to generally make

and perform contracts of any kind or description for the purpose of attaining any of the objects of the corporation.

(c) To do, transact and perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country in the world.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIFTEEN THOUSAND (15,000) shares of common stock. Said shares of common stock having a par value of One and 00/100 Dollar (\$1.00) each. The shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof in accordance with the By-Laws of the corporation as the corporation may, from time to time, make; and all of said shares shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE VI

The amount of capital with which this corporation shall begin business shall not be less than One Hundred and 00/100 Dollars (\$100.00).

ARTICLE VII

The name and street address of the incorporators to these articles of incorporation is: Cliff Courtney of 2501 S. Ocean Drive, #922, Hollywood, Florida 33019, and Steven Watson of 421 N.E. 51 Street, Miami, Florida 33137.

ARTICLE VIII

The corporation shall maintain a Board of Directors. The number of directors may be increased or decreased from time to time by and through the BY LAWS, but the number of directors shall never be less than one. The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and

the Stockholders.

The corporation shall have two directors initially. The first Board shall be comprised of the following members:

Cliff Courtney of 2501 S. Ocean Drive, #922, Hollywood, Florida 33019

Steve Watson of 421 N.E. 51 Street, Miami, Florida 33137

ARTICLE IX

The names, positions and post office addresses of the Officers of the corporation are as follows:

President: Cliff Courtney, 2501 S. Ocean Drive, #922, Hollywood, Florida 33019

Secretary and Treasurer: Steve Watson, 421 N.E. 51 Street, Miami, Florida 33137

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholder(s) are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator, being the same person named in Article VII above, and in evidence of his desire to form this corporation, does hereto subscribe his name, this 21 day of MAY, 1996.

BY: 
SIGNATURE OF INCORPORATOR

CLIFF COURTNEY
PRINT NAME

BY: 
SIGNATURE OF INCORPORATOR

STEPHEN WATSON
PRINT NAME

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FOR

C & W Latino, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 22 AM 8:15

Pursuant to the provisions of F.S. 607.0501, C & W Latino, Inc., a corporation herein organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

1. The name of the corporation is C & W Latino, Inc.
2. The name of the registered agent is Cliff Courtney.
3. The office address of the registered agent is 1680 Michigan Avenue, Miami Beach, Florida 33139 and the residence of the registered agent is 2501 South Ocean Drive, #922, Hollywood, Florida 33019.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Signed and accepted this 21 day of May, 1996.

BY: Cliff Courtney
CLIFF COURTNEY