

JUL-07-1996 15:23

EMPIRE CORPORATE KIT

P.07/23

((H9600009213))

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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

FROM: EMPIRE CORPORATE KIT COMPANY

STATE OF FLORIDA

1492 W. FLAGLER

405 EAST WATER STREET

SUITE

TALLAHASSEE, FL 32301

MIAMI FL 33136-

FAX: (904) 492-4000

CONTACT: RAY STORMONT

PHONE: (305) 841-3684

FAX: (305) 841-3770

((H96000009213)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEDIA-TECH INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000009213

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/02/1996

TIME REQUESTED: 13:57:09

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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FILED
96 JUL -3 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

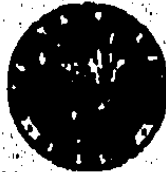
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JUL-03-1996 12:57

EMPIRE CORPORATE KIT

P.01/04



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

July 3, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MEDIA-TECH INTERNATIONAL, INC.
REF: W96000014005

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-5934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000009213
Letter Number: J96A00032760

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①
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Corporation is MEDIA-TECH INTERNATIONAL, INC.

ARTICLE III - PURPOSES

ARTICLE IV - CAPITAL STOCK

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

ARTICLE VI - PREEMPTIVE RIGHTS

Miguel Rodriguez-Betancourt
FL Bar No. 827363 / SOS) 220. 0203
3780 W. Flagler St.
Miami, FL 33134

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 3780 WEST FLAGLER STREET
CORAL GABLES, FLORIDA 33134

The initial agent is: MIGUEL RODRIGUEZ-BETANCOURT

The principal office and mailing address of this corporation is:
12326 S.W. 131 AVENUE, MIAMI, FLORIDA 33186

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

ARTURO MORALES: 12701 S.W. 9 STREET
MIAMI, FLORIDA 33182

ARTICLE X - BY LAWS

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

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Share of Preferred stock and Common stock of this corporation shall not be issued at this time. Shares held by the initial shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by

giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE XV

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE XVI - AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6 day of June, 1996.

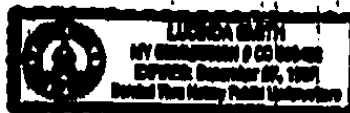
STATE OF FLORIDA

COUNTY OF DADE

Before me, an officer duly authorized in the State
aforesaid and the County aforesaid, to take acknowledgements,
personally appeared Arthur Morales, to me personally
known, or having produced identification, _____
to be the person described in and who executed the same for
the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last
aforesaid on this 1st day of June, 1996.

Lucinda Smith
NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATE OF DESIGNATION OF
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 designation the registered office/registered agent, in the State of Florida.

The name of the corporation is
MEDIA-TECH INTERNATIONAL, INC.

The name and address of the registered agent and office is
**MIGUEL RODRIGUEZ-BETANCOURT
3780 WEST FLAGLER STREET
CORAL GABLES, FLORIDA 33134**

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.

Miguel Rodriguez-Betancourt
Miguel Rodriguez-Betancourt

6-7-96

Date

FILED
JUL 10 1996
CLERK OF THE
STATE
OF FLORIDA
PM 5:04

STATE OF FLORIDA)

COUNTY OF DADE) SS

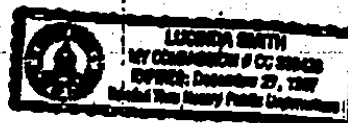
BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgements, personally appeared Miguel Rodriguez to me personally known, or having produced identification, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 7th day of June, 1996.

Lucinda Smith
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

THESE ARTICLES PREPARED BY:
MIGUEL RODRIGUEZ-BETANCOURT, Esq.
FLORIDA BAR #827363



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