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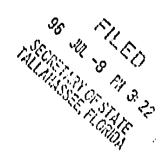
SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

The undersigned incorpo ator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: D' WORD ADVERTISING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3008 N.W. 72ND. AVE. MIAMI, FLORIDA 33122

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 300 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-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 it already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares as the price at which it is offered to others.

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.
6555 N.W. 36th St. Ste. 301
Miami, F1. 33166
PHONE (305) 871-0008

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

RAUL GUILLERMO MEDEI 5757 COLLINS AVE. APT. 2001 MIAMI BEACH, FLORIDA 33140

ARTICLE VI

This corporation shall have (3) (three) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

RAUL GUILLERMO MEDEI 5757 COLLING AVE. APT. 2001 MIAMI BEACH, FLORIDA 33140

EIXIARDO SCHNEIDER 1060 BRICKELL AVE. APT. 208 MIAMI, FLORIDA 33131

ANDRE RODRIGUES PORTELLA 5757 COLLINS AVE. APT. 2001 MIAMI BEACH, FL. 33140

ARTICLE VII

OFFICER(S) AND SUBSCRIBER(S) The officer(s) and subscriber(s) of this corporation is as follow:

RAUL GUILLERMO MEDEI PRESIDENT/SECRETARY/ 100 SHARES

DIRECTOR

EDUARDO SCHNEIDER

VICE-PRESIDENT/DIRECTOR

100 SHARES

ANDRE RODRIGUEZ PORTELLA TREASURER/DIRECTOR

100 SHARES

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ARTICLE VIII

INCORPORATIOR (S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

RAUL GUILLERMO MEDEI 5757 COLLINS AVE. APT. 2001 MIAMI BEACH, FLORIDA 33140

The undersigned has (have) executed these Articles of Incorporation this <u>OSTH</u> Day of July, 1996

RAUL GUILLERMO WEDEI ANCORPORATOR

CERTIFICATE OF DEGIGNATION REGIGNERED AGENT/REGISTERED OFFICE (1) 3: 22 Pursuant to the provisions of section 607 0501 E16444 (1) 664 (1) 22
REGISTERED AGENTY REGISTERED OFFICE NO. 2
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: D! WORD ADVERTISING INC.
The name and address of the registered agent and office :s:
RAUL GUILLERMO MEDET (NAME)
S757 COLLINS AVE. APT. 2001 (ADDRESS)
MIAMI BEACH, FIORIDA 33140 (CITY/STATE/ZIP)

SIGNATURE

DATE July 08, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SER! ICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IL 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 PERFORMANC: OF MY DUTIES, AND I AM FAMILLAR WITH AND ACCEPT THE OBLIGATIONS OF MY POS. TION AS REGISTERED AGENT.

SIGNATURE

DATE JULY 08 1996