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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RE PRODUCTIONS, CO.

AUDIT NUMBER.....H96000014864

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

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ARTICLES OF INCORPORATION  
OF

RE PRODUCTIONS, CO.

ARTICLE I  
Name of Corporation

The name of the corporation is RE PRODUCTIONS, CO.

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TALLAHASSEE, FLORIDA

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

6301 S.W. 50th Terrace  
Miami, Florida 33155

Prepared by:  
Carlos M. Machado, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131  
Florida Bar No. 0012424  
205-377-1000

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## ARTICLE V

### Registered Office

The initial street address of the registered office of the corporation is:

1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

The Board of Directors may from time to time move the registered office to any other address in Florida.

## ARTICLE VI

### Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Carlos M. Machado, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

## ARTICLE VII

### Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

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The name and address of the initial directors are:

Edwardo Paredes  
7855 S.W. 129th Terrace  
Miami, Florida 33156

Ricardo Silveira  
6301 S.W. 50th Terrace  
Miami, Florida 33155

#### ARTICLE VIII

##### Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

#### ARTICLE IX

##### Incorporator

The name and address of the incorporator is as follows:

Carlos M. Machado, Esq.  
1000 Brickell Avenue, Suite 660  
Miami, Florida 33131

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**ARTICLE X****By-Laws**

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

**ARTICLE XI****Officers**

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

**ARTICLE XII****Director's Liability and Rights**

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be

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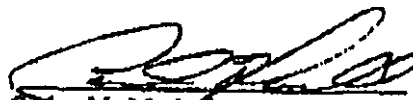
interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

## ARTICLE XIII

## Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22<sup>nd</sup> day of October, 1996.

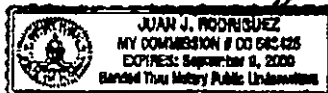
  
Carlos M. Machado

STATE OF FLORIDA     )  
                              )SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Carlos M. Machado, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22<sup>nd</sup> day of Oct, 1996.

My Commission Expires:



  
Notary Public  
State of Florida at Large

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**RE PRODUCTIONS CO.**  
**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
 Registered Agent

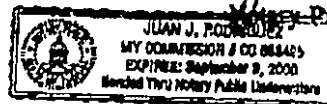
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                               )ss  
 COUNTY OF DADE        )

BEFORE ME, the undersigned authority, this day personally appeared Carlos M. Machado, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 22<sup>nd</sup> day of Oct, 1996.

My Commission Expires:



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