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10/28/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015103 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0039

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: OPENMIND PRODUCTIONS INC.

AUDIT NUMBER.....H96000015103

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

10/28/96
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690A-19589

10/20/96

10:11

NO.002 002

H96000015103

ARTICLES OF INCORPORATION

OF

OPENMIND PRODUCTIONS INC.

FILED
OCT 28 11:41
1996
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: OPENMIND PRODUCTIONS INC.

The principal place of business of this corporation shall be: 100 Lincoln Rd. #904
Miami Beach, Fl 33139

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Mario Izquierdo 100 Lincoln Rd. #904
Miami Beach, Fl 33139

Prepared by: Mario Izquierdo
100 Lincoln Rd. #904
Miami Beach, Fl 33139
(305) 889-9766

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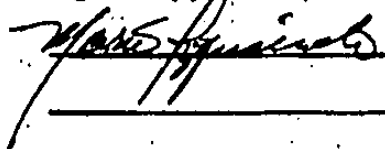
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Mario Izquierdo 100 Lincoln Rd. #904
Miami Beach, Fl 33139

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 26th day of October, 1996

Signature(s) of Incorporator(s)



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

Pursuant to the provisions of section 807.0501, 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: OPENMIND PRODUCTIONS INC.

2. The name and address of the registered agent and office is:

Mario Izquierdo
(NAME)

100 Lincoln Rd. #904

(P.O. BOX NOT ACCEPTABLE)

Miami Beach, Fl 33139

(CITY/STATE/ZIP)

SIGNATURE *[Signature]*

(corporate officer)

TITLE DIRECTOR

DATE 10/26/96

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.

SIGNATURE *[Signature]*

DATE 10/26/96

REGISTERED AGENT FILING

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