

P960000 88707

FILED
OCT 25 AM 11:02
TALLAHASSEE, FLORIDA

Oct. 22, 1996

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001986106--5
-10/25/96--01056--005
*****70.00 *****70.00

RE: INCORPORATION OF
VISTA MARKETING & ADVERTISING CORPORATION

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation
of VISTA MARKETING & ADVERTISING CORPORATION.

Also find enclosed a check made payable to the Secretary of State in
the amount of \$70.00 which includes the statutory filing fee. Your
assistance in establishing this corporation is appreciated.

Respectfully,



JUAN BERNAL
7370 NW 36 St., Suite 105 E
Miami, Fl 33166

F. OBERGER OCT 29 1996

ARTICLE OF INCORPORATION
OF
VISTA MARKETING & ADVERTISING CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **VISTA MARKETING & ADVERTISING CORPORATION**. The principal address of the corporation is: 7370 NW 36 St., Suite 105 E, Miami, Fl 33166.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100)** of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 7370 NW 36 St., Miami, Fl 33166, and the name of its initial registered agent at such address is **JUAN BERNAL**.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JUAN BERNAL

ARTICLE SEVEN

The number of directors constituting the initial board of directors is three (3), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| Name | Mailing Address |
|------------------|--|
| Felipe Vorswyvel | 2105 Brickell Ave., #307, Miami, Fl 33129 |
| Felipe Herrera | Calle 71 #1-90, Bogota, Columbia |
| Nicolas Hoyos | 3601 NE 207 St., #1300, Aventura, Fl 33180 |

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

| Name | Mailing Address |
|-------------|--|
| JUAN BERNAL | 7370 NW 36 St., Suite 105 E, Miami, Fl 33166 |

(signed)



Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

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296 OCT 25 AM 11:02
TALLAHASSEE
STATE
FLORIDA

P96000088702

Jan. 20, 1997

000002095870--8
-02/24/97--01120--008
*****43.75 *****43.75

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
VISTA MARKETING & ADVERTISING, INC. (P 96000088702)

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of
Amendment to Articles of Incorporation of VISTA
MARKETING & ADVERTISING, INC.

Also find enclosed a check made payable to the Secretary of State in
the amount of \$43.75 which includes the statutory filing fee of
\$ 35.00 plus \$ 8.75 for a Certificate of Status. Your assistance
is appreciated.

Also, my copy of Articles of Incorporation for Vista Marketing &
Advertising, Inc. were never received by me because we moved.
I am enclosing a copy of the Articles of Incorporation. Would you
please stamp these Articles also, and return them to me with my
copy of the Amendments

Respectfully,



JUAN BERNAL
16300 NE 19 Ave., #230
N. Miami Beach, Fl 33162

VS FEB 27 1997

Amend. & N/C

FILED
97 FEB 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLE OF INCORPORATION
OF
VISTA MARKETING & ADVERTISING CORPORATION

FILED
97 FEB 24 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of Incorporation:

FIRST: Amedments adopted:

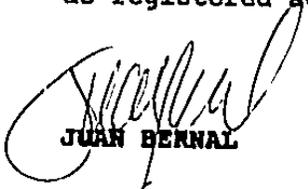
ARTICLE ONE

The name of the corporation is VISTA PRODUCTIONS, INC.
The principal address of the corporation is: 16300 NE 19 Ave., #230
N. Miami Beach, Fl 33162

ARTICLE SIX

The street address of its ~~initial~~ registered office is 16300 NE 19 Ave., #230, N. Miami Beach, Fl 33162, and the name of its initial registered agent at such address is JUAN BERNAL.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JUAN BERNAL

ARTICLE SEVEN

The number of directors constituting the ~~initial~~ board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

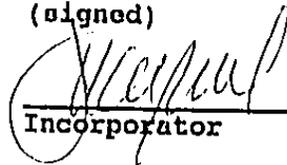
| Name | Mailing Address |
|-------------|---|
| JUAN BERNAL | 16300 NE 19 Ave., #230 N. Miami Beach, Fl 33162 |

ARTICLE NINE

The name and address of each incorporator is:

| Name | Mailing Address |
|-------------|---|
| JUAN BERNAL | 16300 NE 19 Ave., #230 N. Miami Beach, Fl 33162 |

(signed)



Incorporator

SECOND: If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

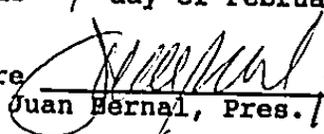
Not applicable

THIRD: The date of each amendment's adoptions: January 20, 1997.

FOURTH: Adoption of Amendments:

The amendments were adopted by the board of directors without shareholders action and shareholders action was not required.

Signed this ^{17th} day of February, 1997

Signature 
Juan Bernal, Pres. | Director

P96000088702

900002318119--2
-10/13/97--01003--002
****577.50 ****577.50

October 10, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: VISTA PRODUCTIONS,
INC.

DEBIT MEMO: # 17097-F

CHECK #: 1074