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LETTER OF TRANSMITTAL

96 NOV -5 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

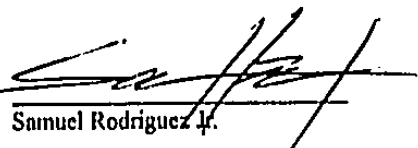
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RE: Altamira Visual Communication, Inc.

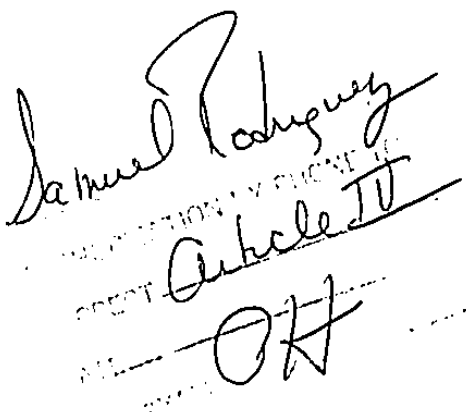
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This Represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named Corporation


Samuel Rodriguez Jr.

Altamira Visual Communications, Inc.
701 E. 22nd St. #4
Hialeah, FL 33013
(305)693-9425


ARTICLE IV
OFFICE
ALL
OK

PH
11/7/96

ARTICLES OF INCORPORATION

of

Altamira Visual Communications, Inc.

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The undersigned incorporator hereby forms a corporation under the laws of the State of Florida:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this Corporation is:
Altamira Visual Communications, Inc.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The initial mailing address of this Corporation is:

701 E. 22nd Street #4
Hialeah, FL 33013

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (6,000) shares of common stock having a par value of \$1 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence upon filing. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Samuel Rodriguez Jr.
701 E. 22nd Street #4
Hialeah, FL 33013

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Samuel Rodriguez Jr.
701 E. 22nd Street #4
Hialeah, FL 33013

Walter Cespedes
11750 N.E. 16th Ave. Apt. 209
N. Miami, FL 33161

Vincent Rodriguez
1327 W. 39 Pl
Hialeah, FL 33012

ARTICLE VII. INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation as Incorporators are as follows:

Samuel Rodriguez Jr.
701 E. 22nd Street #4
Hialeah, FL 33013

Walter Cespedes
11750 N.E. 16th Ave. Apt. 209
N. Miami, FL 33161

Vincent Rodriguez
1327 W. 39 Pl
Hialeah, FL 33012

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

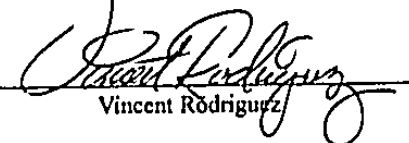
IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation as of October 28, 1996.



Samuel Rodriguez Jr.



Walter Williams Cespedes

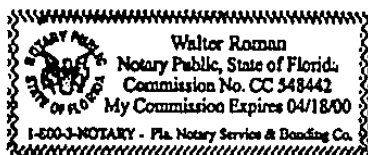


Vincent Rodriguez

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared SAMUEL RODRIGUEZ JR. to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledge before me that he subscribed to these Articles of Incorporation on the 28th day of October 1996.





NOTARY PUBLIC

CERTIFICATE ACCEPTING DESIGNATION AS
REGISTERED AGENT / REGISTERED OFFICE
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

ALTAMIRA VISUAL COMMUNICATIONS, INC.

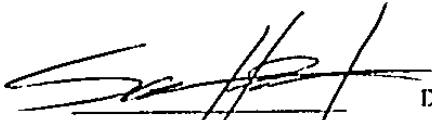
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Having been appointed registered agent of ALTAMIRA VISUAL COMMUNICATIONS, INC. in its Articles of Incorporation, at the place designated in such Articles of Incorporation located at 701 E 22nd St. Hialeah, FL 33013, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Samuel Rodriguez Jr.

Date: October 28th, 1996