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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305) 541-3770
PHONE: (305) 541-3694

NAME: PUBLICACIONES MI CIUDAD, INC.
AUDIT NUMBER.....H96000016307
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

96-5352
Ray Stormont
11/19/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PUBLICACIONES MI CIUDAD, INC.
REF: W96000024478

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please provide an English translation for the entity's name in your cover letter.

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If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000016307
Letter Number: 796A00052616

ARTICLES OF INCORPORATION

OF

PUBLICACIONES MI CIUDAD, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

Publicaciones Mi Ciudad, Inc.

8103 N.W. 103rd St.

Hialeah Gardens, FL 33016

ARTICLE II

DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Preparer: Fernando Lorente

Prepared by: Fernando Lorente & Associates, Inc.

8560 S.W. 89th Avenue

Miami, FL 33173

(305) 274-2858

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ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of The State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporations shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00 unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE V

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is: 8103 N.W. 103rd St., Hialeah Gardens, Florida 33016, and the mailing address of the corporation is the same.

ARTICLE VI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered Agent and initial registered office of this corporation is:

- a) Registered Agent : Roberto Talavera
- b) Registered Agent office : 8103 N.W. 103rd St.
Hialeah Gardens, FL 33016.

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Director of this corporation is:

President: Roberto Talavera, 13345 S.W. 61st St., Miami, FL 33183

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator executing these articles of Incorporation is:

Roberto Talavera, 13345 S.W. 61st St., Miami, FL 33183

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

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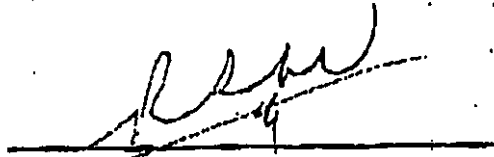
ARTICLE X

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PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 14th day of November, 1996.


Roberto Talavera

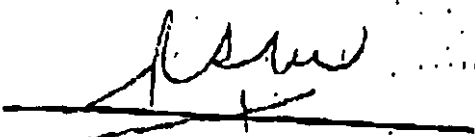
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

DATED this 14th day of November, 1996.


 Roberto Talavera

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 96 NOV 19 PM 4:40
 CLERK OF DISTRICT COURT
 TALLAHASSEE, FLORIDA

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