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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839 FAX #: (305)716-0346
NAME: ESTUDIO R.M. INCORPORATED
AUDIT NUMBER.....H96000017637
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ARTICLES OF INCORPORATION
OF
Estudio R.M. Incorporated

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WE, the undersigned, in order to form a Corporation for the purpose hereinafter stated, under and pursuant to the Corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be :
ESTUDIO R.M. INCORPORATED

ARTICLE II

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The Corporation shall be organized for the following purposes:

A) To contract debts and borrow money, to issue and sell pledge bonds, indentures, notes and other evidences of indebtedness as required;

B) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

C) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firms, association or corporation, or by any state or government, domestic or foreign privileges of ownership, including the right to vote stock;

Prepared by: Lazara L. Pittman Esq.
1221 Brickell Ave.
Miami, FL 33131 (305) 347-5120
FOB 796565

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D) To enter into, make amend perform contracts of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state government or colony or dependency or agency thereof;

E) To purchase, hold and reissue any of the shares of its capital stock;

F) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment if any of the objects of the furtherance of any of the powers herein above set forth, whether alone or in association with other Corporations, firm, or individuals, and to carry on any business, and to have all the powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

G) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE IV

The maximum number of Shares of capital stock which this Corporation shall be authorized to have outstanding at any time shall be 500 shares of common stock, each share having a par value of \$1.00 all of which shall be the same class and have the same distinguishing characteristics.

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ARTICLE V

The amount of capital shall with which this Corporation shall commence shall not be less than \$500.00.

ARTICLE VI

The names and addresses for the Board of Directors of this Corporation, who shall hold office until their successors are elected are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
none:	
Nunziata Mezzasalma	300 Aragon Avenue Coral Gables, Fl. 33134

ARTICLE VII

The name and the address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nunziata Mezzasalma	300 Aragon Avenue Coral Gables, Florida 33134

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ARTICLE III

The street address of the initial principal office of this corporation is 300 AERON AVENUE Coral Gables, Florida 33134 and the name of the registered resident agent is Lazara L. Pittman, Esq. located at 1221 Brickell Avenue 9th Floor Miami, Florida 33131.

ARTICLE IX

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors. The affair of the Corporation shall be managed by the Board of Directors in accordance with the By-Laws which may be adopted from time to time.

ARTICLE X

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

Every Stockholder, upon the sale for cash of any new stock this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it was offered to others.

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ARTICLE XII

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of December, 1996.

Yunyata Hernandez
PRESIDENT/SUBSCRIBER

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: ESTUDIOS R.M. INCORPORATED
- 2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

LAZARA L. PITTMAN, ESQ. 1221 BRICKELL AVENUE 9th FLOOR MIAMI, FL. 33131

SIGNATURE *Yunyata Hernandez*
(CORPORATE OFFICER)

T I T L E : P R E S I D E N T

DATE: December 11, 1996

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: December 11, 1996

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