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PIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEDIAMAX COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000002788

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

CERT. OF STATUS..0

PAGES..... 3

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EMPIRE CORPORATE KIT

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97 FEB 17 PM 2:51

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ARTICLES OF INCORPORATION.
OF
MEDIAMAX COMMUNICATIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS DESIRE TO FORM A CORPORATION
PURSUANT TO CHAPTER 607, FLORIDA STATUTES AND HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

NAME: THE NAME OF THE CORPORATION SHALL BE:
MEDIAMAX COMMUNICATIONS, INC.

ARTICLE II

PURPOSE AND POWER: THE PURPOSE FOR WHICH THE CORPORATION
IS FORMED IS TO ENGAGE IN ANY ACTIVITY AND BUSINESS PERMITTED
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

PRINCIPAL OFFICE: THE ADDRESS OF THE CORPORATION'S PRINCIPAL
OFFICE SHALL BE:
14351 S.W. 22 STREET, MIAMI, FL. 33175

ARTICLE IV

INCORPORATORS: THE NAMES AND ADDRESS OF THE INCORPORATORS
ARE:

ALVIO S. BARRIOS
14351 S.W. 22 STREET
MIAMI, FL. 33175

MABEL BARRIOS
14351 S.W. 22 STREET
MIAMI, FL. 33175

ARTICLE V

DIRECTORS: THE NUMBER OF DIRECTORS CONSTITUTING THE
CORPORATION'S INITIAL BOARD OF DIRECTORS TWO, WHOSE NAMES ARE:
ALVIO S. BARRIOS
14351 S.W. 22 STREET
MIAMI, FL. 33175
STATUS: S/E

MABEL BARRIOS
14351 S.W. 22 STREET
MIAMI, FL. 33175
STATUS: F/T

ARTICLE VI

SHARE OF STOCK: THE AGGREGATES NUMBER OF SHARES OF STOCK.
THE CORPORATION IS AUTHORIZED TO ISSUED IS ONE HUNDRED (100) SHARES
SHALL BE COMMON STOCK HAVING ONE DOLLAR (\$1.00) PAR VALUE.
ALVIO S. BARRIOS (51%)
MABEL BARRIOS (49%)

Prepared By: Jusyl Inc.
Silvia Rodriguez
5251 SW 7th Street # 420B
miami, FL 33134
305-642-1500

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ARTICLE VII

DURATION: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE VIII

REGISTERED AGENT: THE NAME AND ADDRESS OF PERMANENT
REGISTERED AGENT IS:

MABEL BARRIOS
14351 S.W. 22 STREET
MIAMI, FL. 33175

IN WITNESS THEREOF, WE HAVE EXECUTED THESE ARTICLES OF
INCORPORATION IN MIAMI, DADE COUNTY, FLORIDA ON THIS 13 DAYS OF
FEBRUARY 1997.


MABEL BARRIOS


ALVIO S. BARRIOS

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT OF REGISTERED
AGENT FOR MEDIAMAX COMMUNICATIONS, INC.


MABEL BARRIOS

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