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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: MASTERKEYS PRODUCTIONS, INC.
AUDIT NUMBER.....H97000007144
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF

H97000007144

MASTERKEYS PRODUCTIONS, INC.

ARTICLE I

NAME

The name of the Corporation is MASTERKEYS PRODUCTIONS, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Nelson Slosbergas, Esquire
Slosbergas & Fernandes, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887

305.374.0030

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**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 501 Brickell Key Drive, Suite 400, Miami, Florida 33131. The Registered Agent is Nelson Slosbergas at 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Marcello Mansur	501 Brickell Key Drive, Suite 400 Miami, Florida 33131

H97000007144

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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: Nelson Slosbargas, 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

- 1 -

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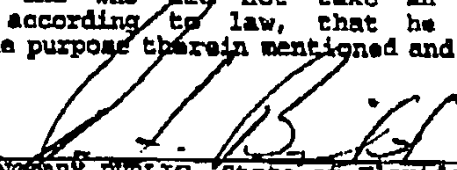
IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 30th day of April, 1997



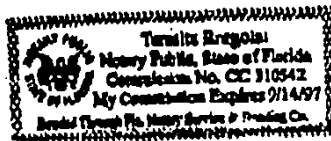
Nelson Slosbergas

STATE OF FLORIDA)
:SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged
before me this 30th day of April, 1997, by Nelson Slosbergas who is
personally known to me and who did not take an oath. He
acknowledged before me according to law, that he made and
subscribed the same for the purpose therein mentioned and set forth
therein.



NOTARY PUBLIC, State of Florida at Large
NOTARY: TERESITA BRGOLAT
My Commission Expires:



- 4 -

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

Pursuant to the provisions of Section 2207.0501, 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: MASTERKEYS PRODUCTIONS, INC.
2. The name and address of the Registered agent is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Signature:

Title:

Date:

Registered Agent and Incorporator
April 30, 1997

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 agreed 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:

Date:

April 30, 1997

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