

# BRAND MAKERS USA, INC.

"An advertising company"

June 9, 1997

*P 97000052889*

Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32302

90000221 1949--0  
-06/13/97--01104--004  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the articles of incorporation for Brand Makers USA, Inc. and our check in the amount of \$122.50 to cover the filing fees.

Very truly yours,

*H. Cortina*  
Humberto J. Cortina,  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 AM 11:40

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**ARTICLES OF INCORPORATION  
OF  
BRAND MAKERS USA, INC.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 AM 11:40**

**ARTICLE I - NAME**

The name of this Corporation is Brand Makers USA, Inc.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of one (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL PRINCIPAL OFFICE, MAILING  
ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of this Corporation is Humberto J. Cortina, 702 N. W. 76th Avenue, Miami, Florida 33126. The principal office and mailing address are at the same address.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Humberto J. Cortina	702 N. W. 76th Avenue Miami, Florida 33126
Mariceli Suarez	702 N. W. 76th Avenue Miami, Florida 33126

#### **ARTICLE VII - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

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

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

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

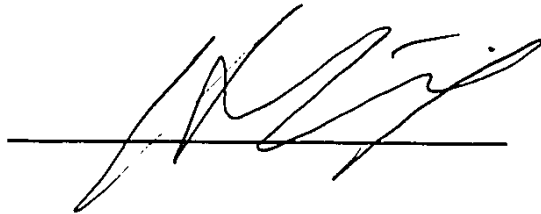
#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is Humberto J. Cortina.

#### **ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of June, 1997.



**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 AM 11:40

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT BRAND MAKERS USA, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 702 N. W. 76TH AVENUE, MIAMI, FLORIDA 33128, HAS NAMED  
HUMBERTO J. CORTINA, LOCATED AT 702 N. W. 76TH AVENUE, MIAMI, FLORIDA  
33126, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA.

SIGNATURE: \_\_\_\_\_

DATE: 6-9-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE ORDER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

Registered Agent

DATE: 6-9-97