

CONTACT

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526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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-07/22/97--01012--016

*****70.00 *****70.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Vivace Interactive Media Inc.
 (Corporation Name) (Document #)

2 _____
 (Corporation Name) (Document #)

3 _____
 (Corporation Name) (Document #)

4 _____
 (Corporation Name) (Document #)

☒ Walk In☐ Pick Up Time☐ Mail Out☐ Will Wait☐ Photocopy☐ Certified Copy☐ Certificate of Status☐ Certificate of Good Standing☐ ARTICLES ONLY☐ ALL CHARTER DOCS☐ Certificate of FICTITIOUS NAME☐ FICTITIOUS NAME SEARCH☐ CORP SEARCH

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R A, Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

97 JUL 22 PM 12:05
 RECEIVED
 97 JUL 22 AM 9:58
 DIVISION OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VIVACE INTERACTIVE MEDIA, INC.**

FILED
97 JUL 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation shall be Vivace Interactive Media, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7921 Northwest South River Drive, Miami, Florida 33166.

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

This Corporation shall have perpetual existence.

ARTICLE V - SHARES

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Juan P. Gonzalez-Sirgo, Esq., and his address is 370 Minorca, Coral Gables, Florida 33134.

ARTICLE VII - INCORPORATOR

The name of the person signing these Articles is Edison Sanchez, 12354 Southwest 253 Terrace, Homestead, Florida 33032.

ARTICLE VIII - 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 Business Corporation Act.

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

EDISON SANCHEZ

Edison Sanchez

Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 9TH DAY OF JULY, 1997.

S-P. Gonzalez-Sirgo

[Signature]
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA