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7/30/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: MASTER CONTROL PRODUCTIONS, INC.

AUDIT NUMBER.....H97000012427

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF
MASTER CONTROL PRODUCTIONS, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE: MASTER CONTROL PRODUCTIONS, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

5517 NW 185 STREET
MIAMI, FLORIDA 33055

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF COMMON STOCK, PAR VALUE \$ 1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

Prepared by: Ivan Nossa
5517 N.W. 185th St.
Miami, FL 33055
(305) 626-8091

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ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT IVAN NOSSA
 S.S.589-56-4251
 5517 NW 185TH STREET
 MIAMI, FLORIDA 33055

VICEPRESIDENT MAURICIO SALDARRIAGA
 S.S 593-30-6824
 2735 WEST 60 PLACE #101
 MIAMI, FLORIDA. 33016

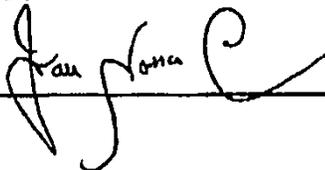
ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION

IVAN NOSSA
5517 NW 185 STREET
MIAMI, FL.33055

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 29TH DAY OF JULY OF 1997.

SIGNATURE OF INCORPORATOR



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

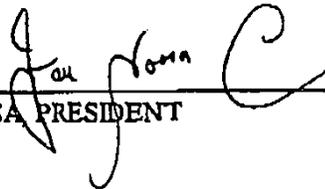
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

- 1. THE NAME OF THE CORPORATION IS: MASTER CONTROL PRODUCTIONS, INC.
- 2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

IVAN NOSSA
5517 NW 185 STREET
MIAMI, FLORIDA 33055

SIGNATURE: _____

IVAN NOSSA, PRESIDENT



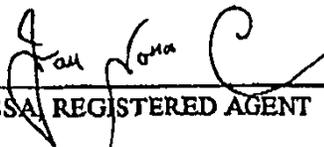
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE 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.

IVAN NOSSA, REGISTERED AGENT



DATE: JULY 29TH, 1997