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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.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

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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DIVISION OF CORPORATIONS  
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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

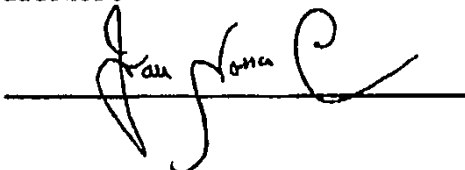
**ARTICLE VI: INCORPORATOR**

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

A handwritten signature in dark ink, appearing to read "Ivan Nossa", is written over a horizontal line.

**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

DATE: JULY 29TH, 1997

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COUNTY OF MIAMI

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