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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: HERLIA PRODUCTIONS, INCORPORATED

AUDIT NUMBER.....H97000012588

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

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

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**ARTICLES OF INCORPORATION
OF
Herlia Productions, Incorporated**

**ARTICLE I
NAME**

The name of this corporation is Herlia Productions, Incorporated.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

300 71st. Street, Suite 600
Miami Beach, Florida 33141

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

300 71st Street, Suite 600
Miami Beach, FL 33141

and the name and address of the initial registered agent of this corporation is:

Name

Address

Eduardo R. Hemando

300 71st Street, Suite 600
Miami Beach, FL 33141

Prepared by: Angel Care
300 71st St.
Suite 640
Miami Beach, Fl 33141
(305) 868-7080

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ARTICLE VI
COMMENCEMENT AND DURATION

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of the State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name
Eduardo R. Hernando

Address
300 71st Street, Suite 600
Miami Beach, FL 33141

ARTICLE VIII
BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 19th day of June, 1997


Eduardo R. Hernando Incorporator and Registered Agent

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