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JERGE HAVILALOBCH

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: BUSINESS WORLD TRANSACTIONS, INC.  
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE  
PHONE: (305) 867-8448  
(305) 867-8200

FAX #:

NAME: VENEZUELA ADVERTISING GROUP, INC.

AUDIT NUMBER.....H97000016866

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

CERT. OF STATUS..0

PAGES..... 3 ④

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be: VENEZUELA ADVERTISING GROUP, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8215 N.W. 64 ST. #2  
MIAMI, FL. 33166

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of Two Dollars (\$2.00) par value common stock, which shall be designated "COMMON SHARES."

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MANUEL BEJARANO  
8215 N.W. 64 ST. #2  
MIAMI, FL. 33166

Prepared By: MANUEL BEJARANO  
8215 N.W. 64 ST. #2  
MIAMI, FL. 33166  
305 6390095

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**ARTICLE V  
INCORPORATOR(S)**

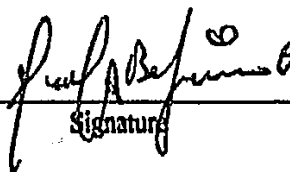
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MANUEL BEJARANO  
8215 N.W. 64 ST. #2  
MIAMI, FL. 33166

DIRECTOR & PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9 day of 10, 1997

  
Signature

Signature

Signature

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

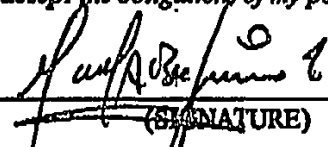
1. The name of the corporation is: VENEZUELA ADVERTISING GROUP, INC.

2. The name and address of the registered agent and office is:

MANUEL BEJARANO  
8215 N.W. 64 ST. #2  
MIAMI, FL. 33166

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.*

  
\_\_\_\_\_  
(SIGNATURE)

10-9-97  
\_\_\_\_\_  
(DATE)

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