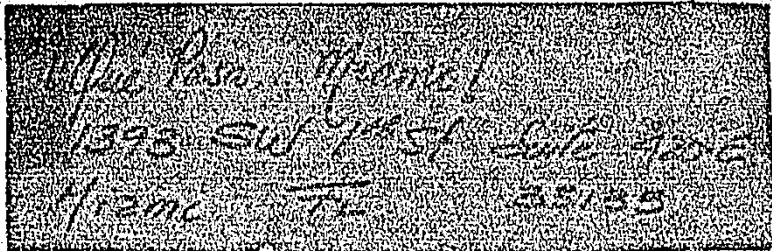


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT 20 AM 9:01

FILED

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input 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                                 |

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\*\*\*\*131.25 \*\*\*\*131.25

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

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



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 3, 1997

**JOSE R. ALFONSO**  
1393 SW 1 ST.  
SUITE 420-E  
MIAMI, FL 33135

**SUBJECT: QUE PASA..MIAMII, INC.**  
Ref. Number: W97000022653

We have received your document for QUE PASA..MIAMII, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Need the remove Article II the Logo of the corporation that does not need to be in the articles. Plus the name cannot be filed with the upside down exclamation mark.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

**Neysa Culligan**  
Document Specialist

Letter Number: 097A00048683

**ARTICLES OF INCORPORATION  
OF  
QUE PASA... MIAMI!, INC.**

**THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER AND PURSUANT TO THE PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA.**

**ARTICLE I**

**NAME OF CORPORATION**

**QUE PASA... MIAMI!, INC.  
(WHAT HAPPEN... MIAMI!, INC.)**

**ARTICLE II**

**NATURE OF BUSINESS**

**THE GENERAL NATURE OF BUSINESS ARE THOSE OF A PUBLISHING COMPANY AND RELATED TASKS.**

**IN THE CORPORATION OBJECTIVES ARE INCLUDED: ART DESIGN, GRAPHIC DESIGN, TECHNICAL DESIGN, TYPESETTING, EDITING, LAYOUT, ADVERTISING DESIGN, ADVERTISING PRODUCTION, TRANSLATIONS, PRINTED MATERIAL: SUCH AS BROCHURES, NEWSLETTERS, BOOKS, BOOKLETS, INFORMATIVE AND ADVERTISING MATERIAL, INSTRUCTION MANUALS, ETC. FOR CUSTOMERS/CONTRACTORS OR FOR THE CORPORATION'S OWN BUSINESSES. THE CORPORATION WILL ALSO PUBLISH ONE (ORE MORE) OWN PERIODICAL PUBLICATION(S). THE CORPORATION WILL HAVE THE PROPIETORSHIP AND COPYRIGHT TO EVERYTHING DESIGNED, PRODUCED, WRITED, ETC. BY THE CORPORATION'S OFFICIALS AND/OR EMPLOYEES WORKING ON THE CORPORATION TIME AND/OR PAY OR PUBLISHED IN ITS OWN PUBLICATION(S). THE CORPORATION RESERVES THE RIGHT TO SELL, TRANSFER, OR GIVE PERMISSION-TO-USE OF SUCH DESIGNS, PRODUCTIONS, WRITINGS, ETC.**

**ARTICLE III**

**CAPITAL STOCK**

**THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 100 SHARES AT \$5.00 PAR VALUE.**

**ARTICLE IV**

**INITIAL CAPITAL**

**THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT MORE THAN FIVE HUNDRED (\$500.00) DOLLARS.**

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TALLAHASSEE, FLORIDA**

**ARTICLE V**

**TERM OF EXISTENCE**

**THIS CORPORATION IS TO EXIST PERPETUALLY.**

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

**THE INITIAL STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 1393 SW 1ST ST., SUITE 420-E, MIAMI, FL 33135.**

**THE BOARD OF DIRECTORS MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.**

**ARTICLE VII**

**DIRECTORS**

**THIS CORPORATION SHALL HAVE INITIALLY NOT LESS THAN ONE (1) DIRECTOR. THE NUMBER OF DIRECTORS MAY INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS.**

**ARTICLE VIII**

**INITIAL DIRECTOR**

**THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS IS: DR. JOSE RAUL ALFONSO, PRESIDENT, TREASURER, AND SECRETARY, LIVING AT 11790 SW 18TH ST., SUITE # 530, MIAMI, FL 33175**

**ARTICLE IX**

**REGISTERED AGENT**

**THE INITIAL DESIGNATION OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE: 1393 SW 1ST ST., SUITE 420-E, MIAMI, FL 33135 AND THE REGISTERED AGENT SHALL BE: DR. JOSE RAUL ALFONSO.**

**ARTICLE X**

**SUBSCRIBER**

**THE NAMES AND STREET ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF THE SHARES OF THE STOCK WHICH THEY AGREE TO TAKE, AND THE PAR VALUE THEREFORE ARE:**

| <b>NAME</b>            | <b>ADDRESS</b>                                      | <b>SHARES</b> | <b>PAR VALUE</b> |
|------------------------|---|---------------|------------------|
| <b>JOSE R. ALFONSO</b> | <b>11790 SE 18TH ST., # 530<br/>MIAMI, FL 33175</b> | <b>100</b>    | <b>\$5.00</b>    |

**PURSUANT TO FLORIDA STATUTES SECTION 607.164, HAVING BEEN NAMED TO ACCEPT PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN**

**ARTICLE XI**

**SUBSCRIBER**

**THE NAMES AND STREET ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF THE SHARES OF THE STOCK WHICH THEY AGREE TO TAKE, AND THE PAR VALUE THEREFORE ARE:**

| NAME            | ADDRESS                                     | SHARES | PAR VALUE |
|-----------------|---|--------|-----------|
| JOSE R. ALFONSO | 11790 SE 18TH ST., # 530<br>MIAMI, FL 33175 | 100    | \$5.00    |

PURSUANT TO FLORIDA STATUTES SECTION 607.164, HAVING BEEN NAMED TO ACCEPT PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: *Do. Alfonso*

**ARTICLE XII**

**AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT THE STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I, THE INCORPORATOR ABOVE NAMED, HAVE HEREUNTO SET MY HAND AND SIGN THIS 29 DAY OF September 1997.

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97 OCT 20 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SWORN AND SUBSCRIBED BEFORE ME THIS 29 DAY OF September 1997.

*GINETTE M LLENAS*  
NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:

March 9th 2001

