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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ACTIVE MEDIA INTERNATIONAL INCORPORATED

AUDIT NUMBER.....H97000017599

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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OF

ACTIVE MEDIA INTERNATIONAL INCORPORATED

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is ACTIVE MEDIA INTERNATIONAL INCORPORATED (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 7925 N.W. 12 Street, Suite 221, Miami, Florida 33126.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Michael P. Nido, Esquire, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Jose R. Diaz  
151 Crandon Boulevard, #236  
Key Biscayne, Florida 33149

PREPARED BY:

Michael P. Nido  
Florida Bar Number 082368  
Broad and Cassel  
Miami Center, Suite 3000  
200 South Biscayne Boulevard  
Miami, Florida 33131

(305) 373-9400

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Jorge W. Ceballos  
13335 N.W. 8 Terrace  
Miami, Florida 33182


Jose Efrain Saavedra  
5853 N.W. 112 Court  
Miami, Florida 33178

Ernesto S. Guevara  
CC Caribbean Plaza, #126 PB  
Valencia, Venezuela

EIGHTH: The corporate existence of the Corporation shall commence on October 22, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of October, 1997.

  
\_\_\_\_\_  
Michael P. Nido, Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman  
Martha Freeman, Secretary

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