

2/22/98

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: A.X.T. ADVERTISING PRODUCTIONS, INC.

AUDIT NUMBER.....H98000003768

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

CERT. OF STATUS..0

PAGES..... 4

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(4)

ARTICLES OF INCORPORATION

OF

A.X.T. ADVERTISING PRODUCTIONS, INC.

ARTICLE I - NAME

The name of this Corporation is A.X.T. Advertising Productions, Inc.,. The commercial address of the corporation is 434 S.W. 24th Road, Miami, Florida. 33129.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Alexandra Tovar and the street address of the initial registered office of this corporation is 434 S.W. 24th Road, Miami, Florida 33129.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director is:

NAME:  
Alexandra Tovar

ADDRESS:  
434 S.W. 24th Road  
Miami, Florida 33129

Prepared By:

Raul R. Delgado De Armas, Esq. 600 Brickell Avenue., #500  
Miami, Florida, . 33131  
(305) 372 1152  
FBN: 0793329

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ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Alexandra Tovar. 434 S.W. 24th Road 33129

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5th day of February, 1998.

  
Alexandra Tovar

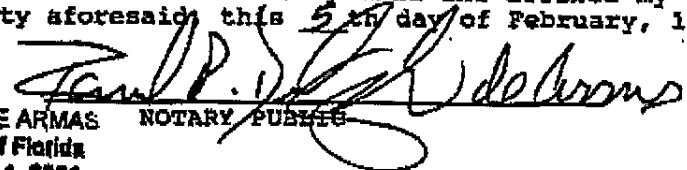
STATE OF FLORIDA)

COUNTY OF DADE ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alexandra Tovar, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of A.X.T. Advertising Productions, Inc., and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of February, 1998.

My Commission Expires:

  
RAUL R. DELGADO DE ARMAS NOTARY PUBLIC  
Notary Public, State of Florida  
My Comm. Exp. Aug. 4, 2001  
Commission No CC552188

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

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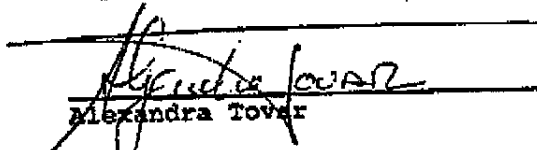
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that A.X.T. Advertising Productions, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Alexandra Tovar, located at 434 S.W. 24th Road, Miami, Florida, 33129, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 5 th day of February, 1998.

  
\_\_\_\_\_  
Alexandra Tovar

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TALLAHASSEE FLORIDA

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