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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: THE ART FACTORY PRODUCTIONS, INC.

AUDIT NUMBER.....H98000004681

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

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

ARTICLE ONE
NAME

The name of the Corporation shall be:

THE ART FACTORY PRODUCTIONS, INC.

ARTICLE TWO
NATURE OF BUSINESS

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

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: filing date.

ARTICLE FOUR
CORPORATE ADDRESS

The address of the principal office and mailing address of the corporation is:

**1626 NW 82 AVENUE
MIAMI, FL 33126**

**PREPARED BY: BALLESTAS AND ASSOCIATES, INC.
P.O. BOX 832137
MIAMI, FL 33283-2137
(305) 279-3268**

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TALLAHASSEE FLORIDA

**ARTICLE FIVE
INCORPORATOR**

The undersigned corporation does hereby act as incorporator in adopting these Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act.

**BALLESTAS AND ASSOCIATES, INC., a Florida Corporation
P.O. BOX 832137
MIAMI, FL 33283-2137**

**ARTICLE SIX
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than One Hundred Dollars (\$100.00), or such greater amount as may be required by law.

**ARTICLE SEVEN
CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is ONE THOUSAND (1000).

C. Par value: Each share of Common Stock shall have the par value of ONE DOLLAR (\$1.00).

**ARTICLE EIGHT
ASSIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT**

The Registered office for this Corporation shall be:

**7730 SW 68 TR
MIAMI, FL 33143**

The registered agent for this Corporation shall be:

BALLESTAS AND ASSOCIATES, INC., a Florida Corporation
at the above address.

ARTICLE NINE
CORPORATE DIRECTORS

The following individual(s) is (are) the Director(s) and officers of the corporation:

LUIS FIGALLO
DIR., PRES.
1626 NW 82 AVENUE
MIAMI, FL 33126

ANTONIO MONTEIRO
DIR., VICE-PRES.
1626 NW 82 AV
MIAMI, FL 33126

FABIO PIZELMAN
DIR., SEC.
1626 NW 82 AV
MIAMI, FL 33126

IN WITNESS WHEREOF, the undersigned incorporator does make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: This 8 day of FEBRUARY, 1998.

BALLESTAS AND ASSOCIATES, INC.
by Achilles Ballestas, President

Incorporator

STATE OF FLORIDA:

: S.S.:

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared:

ACHILLES BALLESTAS

to me well known and known to me to be the individuals described, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami, Dade County, Florida.

Date: This 7 day of FEBRUARY, 1998.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



DALIA TORGA
COMMISSION # CG 835808
EXPIRES FEB 27, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS CAN BE SERVED.**

In pursuance of Florida Statutes, the following is submitted in compliance with said statutes;

THAT THE ART FACTORY PRODUCTIONS, INC. 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 BALLESTAS AND ASSOCIATES, INC., a Florida Corporation, whose registered address is 7730 SW 68 TR., City of MIAMI, County of Dade, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place assigned in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Statutes relative to keeping open said office.

Ballestas and Associates, Inc.
by Achilles Ballestas, President


Resident Agent

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TALLAHASSEE FLORIDA