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FLORIDA DIVISION OF CORPORATIONS
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((H98000006941 2))

TO: DIVISION OF CORPORATIONS.

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: DIPE TV CORP.

AUDIT NUMBER.....H98000006941

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE FLORIDA

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ARTICLE OF INCORPORATION -

OF

DIPE TV CORP.

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

ARTICLE I

The name of the corporation shall be: DIPE TV CORP.

The principal place of business of this corporation shall be:

15414 NW. 77 CT.
Miami Lakes, Fl. 33016

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 x \$ 10.00- \$ 1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By: BASIC ACCOUNTING SERVICE
692 W. 29 Street #9
Hialeah, Fl. 33012
(305) 887-4185

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

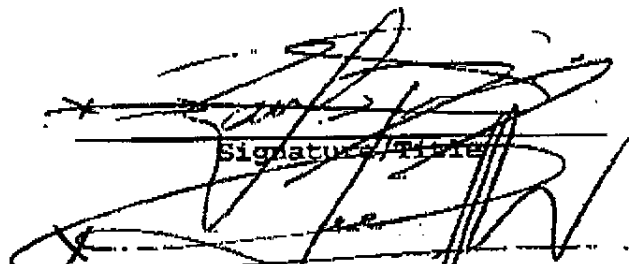
RAUL DIAZ	DIRECTOR
Calle 70 Suite # 5	
e/ ave. 13 y 13 A. Maracaibo, Venezuela c/o 8198 NW. 162 ST. Miami, Fl. 33016	
JOE CALABRESE	DIRECTOR
8198 NW. 162 ST.	
Miami Lakes, Fl. 33016	

ARTICLE VI INCORPORATOR(S)

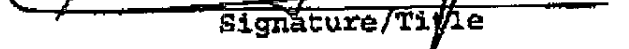
The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

RAUL DIAZ	PRESIDENT (90 shares)
Calle 70 Suite # 5	
e/ Ave. 13 y 13 A. Maracaibo, Venezuela c/o 8198 NW. 162 ST. Miami, Fl. 33016	
JOE CALABRESE	SECRETARY & TREASURER (10 shares)
8198 NW. 162 ST.	
Miami Lakes, Fl. 33016	

The undersigned has(have) executed these Article of Incorporation this 13 th. day of April, 19 98.



Signature/Title



Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 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: _____
DIPE TV CORP.

2. The name and address of the registered agent and office
is JOE CALABRESE
(Name)
8198 NW. 162 ST.

(P. O. BOX NOT ACCEPTABLE)

MIAMI LAKES, FL. 33016

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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 MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

04-13-98

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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