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5/14/98

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: II LOVE IS IN THE AIR, INC.

AUDIT NUMBER.....H98000009094

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

CERT. OF STATUS...1

PAGES.....

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1998

FAS-T CORP.

SUBJECT: II LOVE IS IN THE AIR, INC.
REF: W98000011006

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the number of shares of authorized stock.

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

Neysa Culligan
Document Specialist

FAX Aud. #: E98000009094
Letter Number: 198A00026967

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
II LOVE IS IN THE AIR, INC.**

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 NAME

The name of the corporation shall be: II LOVE IS IN THE AIR, INC.

The principal place of business of this corporation shall be:
17400 NW 68 AVE MIAMI SUITE 301 FLORIDA 33015

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 value that this corporation is authorized to have outstanding at any one time.

500 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

CHRISTIAN LONGA, PRESIDENT
17400 NW 68 AVE SUITE 301 MIAMI FLORIDA 33015

ALEX LONGA, VICE PRESIDENT
17400 NW 68 AVE SUITE 301 MIAMI FLORIDA 33015

CLAUDIO AMAYA, SECRETARY
1959 BLUNKETT AVE HOLLYWOOD FL 33020

Prepared by: LATIN AMERICAN 2000
1165 W 49 ST SUITE 208
HIALEAH FL 33012-3373
(305) 826-6518

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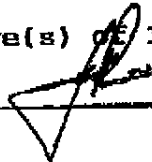
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

**CHRISTIAN LONGA, PRESIDENT
17400 NW 68 AVE SUITE 301 MIAMI FLORIDA 33015**

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 13 day of May, 1998.

Signature(s) of Incorporator(s)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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:

II LOVE IS IN THE AIR, INC.

2. The name and address of the registered agent and office is:

CHRISTIAN LONGA, PRESIDENT

17400 NW 68 AVE SUITE 301

(P.O. BOX NOT ACCEPTABLE)

MIAMI FLORIDA 33015

(CITY/STATE/ZIP)

SIGNATURE

TITLE PRESIDENT

DATE 05/13/98

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE 05/13/98