

LAW OFFICE
RICHARD J. POTASH P.A.
4800 NORTH FEDERAL HIGHWAY SUITE 307B
BOCA RATON, FL. 33431

(561) 392-4104
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P98000047079

May 21, 1998

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-05/22/98--01089--007
****122.50 ****122.50

Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of New Media Interactiva, Inc. along with original and one copy of the form designating Registered Agent. Check for \$122.50 is also enclosed along with a completed federal express envelope/waybill for return of copy set, etc.

Thank you for your cooperation.

Very truly yours,

RICHARD J. POTASH, P.A.

By: Richard J. Potash
Richard J. Potash, Esq.

RJP:bg
Encl.

w:/wp50/corr/fl-state.ltr

Dmp
5/27/98

FILED
98 MAY 22 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
NEW MEDIA INTERACTIVA, INC.

FILED

98 MAY 22 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the corporation is NEW MEDIA INTERACTIVA, INC.
and the street address of the initial principal office is 2232 NW
82nd Avenue, Miami, Florida 33122.

ARTICLE II-DURATION

This corporation shall commence its existence on May 22,
1998.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500)
shares of One Dollar (\$1.00) par value common stock which shall
be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 4800 N. Federal Highway,, Suite 307B, Boca Raton,
Florida 33431 and the name of the initial registered agent of
this corporation at that address is RICHARD J. POTASH, ESQ.

ARTICLE VI-INCORPORATOR

The name and address of the person signing these Articles
is:

RICHARD J. POTASH, ESQ.
4800 N. Federal Highway
Suite 307B
Boca Raton, Florida 33431

ARTICLE VII-DIRECTORS

The initial Board of Directors shall be:

Edward M. Jordan
Carlos Basto
Fabio Urrego
Luis Fernando Spataro

ARTICLE VIII-AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on the 21st day of May,
1998.


RICHARD J. POTASH

STATE OF FLORIDA)
)
COUNTY OF DADE)

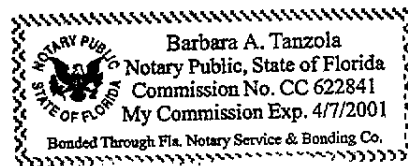
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, RICHARD J. POTASH, personally known to me, or ~~who produced Florida Driver's License No. _____~~ as identification and who executed the foregoing Articles of Incorporation of NEW MEDIA INTERACTIVA, INC. and he acknowledged that he signed and executed the same for the purposes therein stated and he (did) (~~did not~~) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, said County and State this 21st day of May, 1998.

NOTARY SIGNATURE:

Barbara A. Tanzola

My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 MAY 22 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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 NEW MEDIA INTERACTIVA, INC.
2. The name and address of the registered agent and office is:

RICHARD J. POTASH, ESQ.
4800 N. Federal
Suite 307B
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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 registered agent.

Richard J. Potash

Richard J. Potash

5/21/98

Date