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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: BIT TIME INC.
AUDIT NUMBER.....H98000013006
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 4
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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
BIT TIME Inc.

Article II. Address

The mailing address of the Corporation is:
BIT TIME Inc.
1382 NW 78th Avenue
Miami FL 33126

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Eduardo Milgram
3300 NE 192nd Street, #1217
Aventura FL 33180

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Alberto Gross
Eduardo Milgram

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Rebeca Yaker | FL Bar Member 989037
Rebeca F. Yaker, P.A.
80 SW 8th Street, Suite 2021
Miami FL 33130
305-373-3202

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Rebeca Yaker

Rebeca F. Yaker, P.A.

80 SW 8th Street, Suite 2021

Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 13, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 14, 1998.



REBECA YAKER

by L.A. Uriarte as attorney-in-fact

Rebeca Yaker | FL Bar Member 989037
Rebeca F. Yaker, P.A.
80 SW 8th Street, Suite 2021
Miami FL 33130
305-373-3202

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
BIT TIME Inc.

REGISTERED AGENT/OFFICE:
Eduardo Milgram
3300 NE 192nd Street, #1217
Aventura FL 33180

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



EDUARDO MILGRAM
by L.A. Uriarte as attorney-in-fact

Date: July 14, 1998.

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