

P98000070005

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: SMALL CAP MEDIA GROUP, INC.

FILING FEE	\$ 35.00
CERTIFIED COPY	52.50
REGISTERED AGENT DESIG.	<u>35.00</u>
TOTAL	\$ 122.50

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***122.50 ***122.50

Please mailed to Master Tax, 3846 Curry Ford Rd. Orlando, Fl 32806, any question, call (407) 896-7113.

Thank You,

A.C.

FILED
98 AUG 11 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 11 1998

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

SMALL CAP MEDIA GROUP, INC.

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under 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:
Date of incorporation.

ARTICLE FOUR

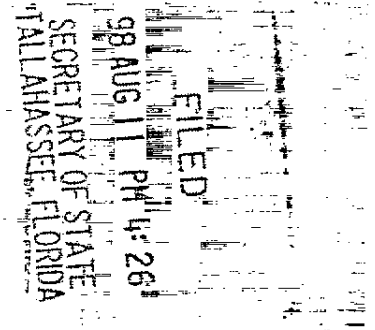
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater as may be required by law, each share of Common Stock shall have the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United State of America. The Stockholders of this Corporation may, from time to time and at any time, increase or diminish the size of the Board of Directors times have a minimum of one Director.



ARTICLE SIX

CLASSES OF DIRECTORS

The by laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

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: (10,000) Ten Thousand shares.
- C. **Par Value:** Each share of Common Stock shall have the par value of: (\$1.00) One Dollar each.
- D. **Consideration:** Shares of Common Stock may be issue in exchange for cash, real state property, labor of services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **NON-ASSESSABILITY:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value, thereof and shall be fully and non-assessable.
- F. **VOTING RIGHTS:** Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of cumulative voting.
- G. **CUMULATIVE VOTING:** No holder of Common Stock shall be entitled to any right of cumulative voting.

H. **DIVIDENDS:** Record holders of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. **LIQUIDATION RIGHTS:** Holders of Common Stock are entitled in the event of the liquidation or dissolution of this Corporation to receive their pro-rate share of any assets of this Corporation remaining after payment of all Corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
Required percentage 51%
2. Sale, Lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:
Required percentage: 51%
3. Merger or consolidation of this Corporation into or with any other Corporation:
Required percentage: 51%
4. Voluntary dissolution of this Corporation:
Required percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of bonds, certificates of indebtedness, or other securities convertible into or carrying the right to purchase, stock of the Corporation; But any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock, may be issued and disposed of by the Board of Directors to such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

STOCKHOLDERS AND DIRECTOR


<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
<u>GILBERT CHAVEZ</u> PRESIDENT	1594 JESSAMINE AV ORLANDO, FL 32806	(10,000)
<u>HUMBERTO COLLAZO</u> VICE-PRESIDENT	512 NEW ENGLAND CT ALTAMONTE, FL 32714	
<u>HUMBERTO COLLAZO</u> SECRETARY	512 NEW ENGLAND CT ALTAMONTE, FL 32714	
<u>HUMBERTO COLLAZO</u> TREASURER	512 NEW ENGLAND CT ALTAMONTE, FL 32714	

INCORPORATOR

GILBERT CHAVEZ	1594 JESSAMINE AV, ORLANDO, FL 32806
HUMBERTO COLLAZO	512 NEW ENGLAND CT, ALTAMONTE, FL 32714

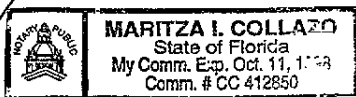
INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents, or former Directors, Officers, Employees or Agents, or any person who may have served at its request as a Director, Officer, Employee or Agent of another Corporation, Partnership, joint venture, trust or other enterprise in which it owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any Judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be omissions while being or having been such Director, Officer, Employee or Agent, provided, it shall not be determined by final determination thereof on the merits that such Director, Officer, Employee or Agent was in any substantial way derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suitor proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, Employee or Agent may be entitled as a matter of law or which may be lawfully granted to him.


GILBERTO CHAVEZ
President


HUMBERTO COLLAZO
Vice-President


M. I. COLLAZO Notary Public



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

In pursuance of Chapter 48.091, Florida Statute the following is submitted, in compliance with said Act:

THAT SMALL CAP MEDIA GROUP, 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 Orlando, County of Orange, State of Florida, has named: I'm accepting being Registered Agent.

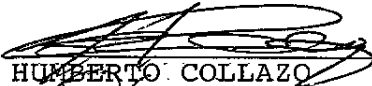
HUMBERTO COLLAZO

Registered Agent

at the mailing address : 1205 U.S. HWY 17/92
LONGWOOD, FL 32750

Business address: 1205 U.S. HWY 17/92
LONGWOOD, FL 32750

as its agent to accept service of process within this State.


HUMBERTO COLLAZO

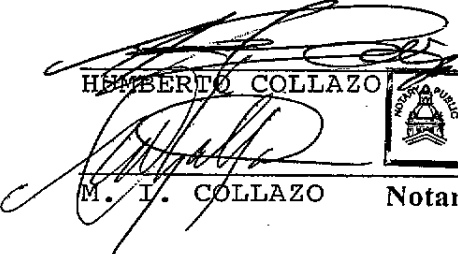

M. I. COLLAZO

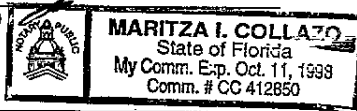


Notary Public

Have been named to accept service of process for the above Stated Corporation, at the place designated in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


HUMBERTO COLLAZO


M. I. COLLAZO



Notary Public

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FILED
SECRETARY OF STATE
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