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TO: DIVISION OF CORPORATIONS

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NAME: NEW MILLENIUM ADVERTISING, INC.

AUDIT NUMBER.....H98000016020

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

CERT. OF STATUS..0

PAGES..... 5

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m 8/27/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1998

EMPIRE

SUBJECT: NEW MILLENIUM ADVERTISING, INC.
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW MILLENNIUM ADVERTISING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

NEW MILLENNIUM ADVERTISING, INC.

The principal place of business of this corporation shall be 15620 S.W. 83 St. #103, Miami, FL 33193.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock \$1 per value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 15620 S.W. 83 St. #103, Miami, FL 33193 and the name of the initial registered agent of the corporation at that address is Ernesto Javier Ramos.

Prepared by:
Lillian I. Hernandez, Esq.
175 Fontainebleau Blvd. # 2-G-8
Miami, FL 33172 - (305) 552-9793
Bar No.: 997927

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ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have four officers and four directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are appointed are:

Ernesto Javier Ramos
President

15620 S.W. 83 St. #103
Miami, FL 33193

Rafael Barbaran
Vice-President

Newton 7356 Urb. Sol de Oro
Distrito Los Olivos, Lima 31, Peru

Flor de Maria Barbaran
Director

Los Algarrobos 560 Urb. Los Jardines
Distrito San Martin de Porres, Lima 31, Peru

Rita Ramos
Secretary

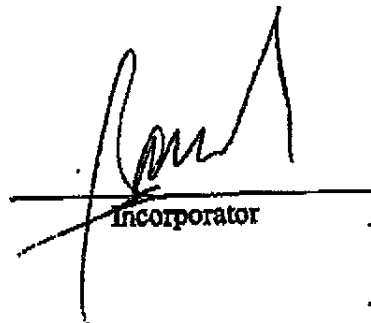
15620 S.W. 83 St. #103
Miami, FL 33193

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Ernesto Javier Ramos
15620 S.W. 83 St. #103
Miami, FL 33193

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of August, 1998.



Incorporator

II


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STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Ernesto Javier Ramos, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me he executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 25th day of August, 1998.



Notary Public

My commission expires:



ANA LUCIA PARRA
My Comm Exp. 6/19/99
Bonded By Service Ins
No. CC474250
1) Personally Known 2) Examined

III

H98000016020

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**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCEEDS MAY BE SERVED**

WITNESSETH:

That NEW MILLENNIUM ADVERTISING, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the county of Miami Dade, State of Florida, has appointed Ernesto Javier Ramos/15620 S.W. 83 St. #103, Miami, FL 33193 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named by the first Board of Directors to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 25th day of August, 1998.


 Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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