

OFFICE USE ONLY (Document #)

LEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-10/30/98--01033--022
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MEDIA PRO AMERICAS, INC.

(Corporation Name)

(Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

98 OCT 30 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

Media Pro Americas, Inc.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in lawful business activity for which the corporation may be incorporated under the Florida General Corporation Act."

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TALLAHASSEE FLORIDA

ARTICLE IV

The aggregate number of shares, which the corporation is authorized to issue is 1000. Such shares shall be of a single class (capital stock), shall be \$1.00 per share par value, and shall be known as Section 1244 Stock, such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least One Thousand Dollars (\$1000.00).

One Thousand shares issued and outstanding.

ARTICLE VII

The principal street address and the initial registered office of the corporation is:

231 Altara Avenue
Coral Gables, FL 33146

The initial Registered Agent at such address is:

Miriam De Toro

ARTICLE VIII

The number of Directors constituting the initial Board of Director of the corporation is
(1). The name and address of the person(s) who are to serve as members of the initial Board of Directors are:

Roger Huguet

231 Altara Avenue
Coral Gables, FL 33146

ARTICLE IX

The names and addresses of each Incorporator of these Articles of Incorporation is/are as follows:

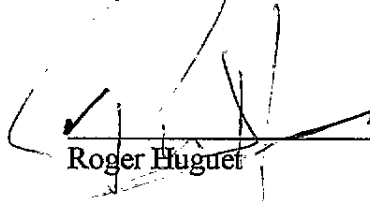
Roger Huguet

231 Altara Avenue
Coral Gables, FL 33146

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Miami-Dade County, Florida this 30th day of October 1998.

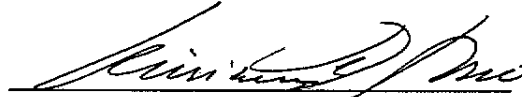
 (SEAL)
Roger Huguet

STATE OF FLORIDA

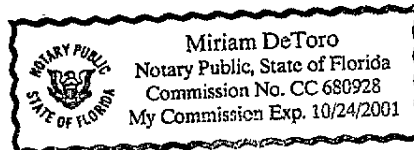
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Roger Huguet, to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 30th day of October 1998.


Notary Public

My commission expires:



Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that **Media Pro Americas, Inc.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 231 Altara Avenue, Coral Gables, FL 33146, has named Miriam De Toro at 231 Altara Avenue, Coral Gables, FL 33146, as its agent to accept service of process within Florida.

SIGNATURE 

TITLE President

DATE 10.30.98

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.

SIGNATURE 

DATE 10.30.98

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