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From:

Account Name : FAS-T CORP. AGENTS, INC.
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

GENIUS CONNECTION, CORPORATION

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1998

FAS-T CORP.

SUBJECT: GENIUS CONNECTION, CORPORATION
REF: W98000025221

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Naysa Culligan
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

GENIUS CONNECTION, CORPORATION

THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: GENIUS CONNECTION, CORPORATION
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF
FLORIDA AND ALL THE UNITED STATES: 7360 NW 34 STREET
MIAMI, FL 33166

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: THREE HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

Prepared by: Luis Frias
11860 S.W. 18 Terrace # 100
Miami, FL 33175
(305)227-3516

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

LISETTE ELENA HERNANDEZ -PRESIDENT

8670 N.W. 6 LANE APTO. 111
MIAMI, FL 33172

LUIS R. CARDENAS C. -VICE-PRESIDENT

680 N.W. 114 AVE. APTO. 204
MIAMI, FL 33172

BLANCA S. LUNA -SECRETARIO

241 S. ROYAL POINCIANA APTO. 208
MIAMI SPRING, FL 33166

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS (E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

LISETTE ELENA HERNANDEZ -PRESIDENT


8670 N.W. 6 LANE APTO. 208
MIAMI, FL 33172

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 03TH NOVEMBER, 1998.

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LISETTE ELENA HERNANDEZ
PRESIDENT



LUIS RAUL CARDENAS C.
VICE-PRESIDENT



BLANCA S. LUNA
SECRETARY

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

GENIUS CONNECTION, CORPORATION

2. The name and address of the registered agent and office is:

LISETTE ELNA HERNANDEZ : 8670 N.W. 6 LANE APT0.111

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33172

(CITY/STATE/ZIP)

SIGNATURE 

TITLE PRESIDENT

DATE NOVEMBER 02, 1998

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TALLAHASSEE, FLORIDA

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE NOVEMBER 02, 1998.