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FLORIDA DIVISION OF CORPORATIONS  
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FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: STOYO, INC.

AUDIT NUMBER.....H98000021273

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

STOYO, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES I NAME

The name of this Corporation is Stoyo, Inc.

ARTICLE II DURATION

The Corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 16201 S.W. 95 Avenue, Suite 214; Miami, Florida 33157, and the initial registered agent of this Corporation at such office shall be Donna Stojanovic, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

Prepared By: Magda Abdo-Gomez, Esq.

FL Bar Number 352810

3135 SW 12th St

Miami, FL 33175-4112

(305) 559-7478

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ARTICLE VI PRINCIPAL CORPORATE OFFICE

The principal office of this Corporation shall be 16201 S.W. 95 Avenue, Suite 214; Miami, Florida 33157. The mailing address of the Corporation shall be 16201 S.W. 95 Avenue, Suite 214; Florida 33157.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The name and address of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Donna Stojanovic	16201 S.W. 95 Avenue Suite 214 Miami, Florida 33157

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Donna Stojanovic	16201 S.W. 95 Avenue Suite 214 Miami, Florida 33157

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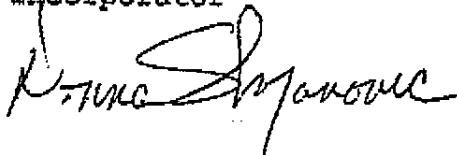
ARTICLE IX CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of his votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

Donna Stovajonic  
Incorporator

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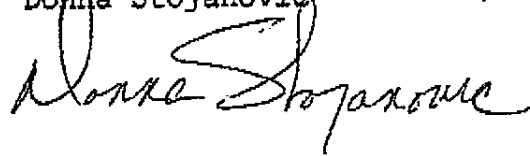
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Stoyo,  
Inc. at the place designated in the Articles of Incorporation,  
Donna Stojanovic, agrees to comply with the provisions of §48.091  
relative to keeping open such office.

Date:

11/10/98

Donna Stojanovic



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