



HALLMARK
ENTERTAINMENT NETWORKS

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January 7, 1999

BY DHL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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ATTN: NEW FILING DEPARTMENT

RE: INTERAMERICAN MARKETING CONSULTANTS, INC.

To Whom It May Concern:

Enclosed please find two executed copies of the Articles of Incorporation of INTERAMERICAN MARKETING CONSULTANTS, INC. Could you please file these Articles as soon as possible and return a stamped copy to us by mail?

Also enclosed is a check for \$70.00 to cover the filing fees.

If you need further information, please do not hesitate to call me.

Thank you very much for your prompt attention to this matter.

Sincerely,

Eduardo Vera

| | |
|--|---|
| Account no. 567565413 | Shipper's reference |
| Company name HALLMARK ENTERTAINMENT NETWORK | |
| Shipper's name Eduardo Vera | |
| Address SUITE 460 95 MERRICK WAY CORAL GABLES FL | |
| Zip code (required) 331345323 | Phone/Fax/E-mail (305) 774-0990 |

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99 JAN 11 PM 4:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
INTERAMERICAN MARKETING CONSULTANTS, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

1. The Name of the Corporation is:

INTERAMERICAN MARKETING CONSULTANTS, INC.

2. The address of the principal office of the Corporation and the mailing address of the Corporation is as follows:

10620 S.W. 134 Ct.
Miami, Florida 33186

3. The number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, with a par value of one dollar (\$1.00) each.

4. The street address of the Corporation's initial registered office is 10620 S.W. 134 Ct., Miami, Florida 33186, and the name of its initial registered agent at that office is Eduardo Vera.

5. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

Eduardo Vera
10620 S.W. 134 Ct.
Miami, Florida 33186

Dora Danitza Vera
10620 S.W. 134 Ct.
Miami, Florida 33186

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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6. The name and address of the incorporator is:

Eduardo Vera
10620 S.W. 134 Ct.
Miami, Florida 33186

Dated: January 7, 1999



Eduardo Vera

The undersigned, Eduardo Vera, having been designated to act as registered agent of Interamerican Marketing Consultants, Inc., hereby agrees to act in that capacity.



Eduardo Vera