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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

MEL DIA CORPORATION  
~~JOSE CORPORATION~~

Certificate of Status	0
Certified Copy	1
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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 31, 1999

EMPIRE

SUBJECT: MEL DIA CORPORATION  
REF: W99000007448

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Becky McKnight  
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No English translation  
Please, Please Rush!

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION OF

MEL DIA CORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

MEL DIA CORPORATION

The principal place of business of this corporation shall be:

2650 S.W. 27 AVENUE, SUITE 304

MIAMI, FLORIDA 33133

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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 100 shares of common stock having \$1.00 per value per share, all of one class.

Prepared by:  
Magda Montiel Davis, P.A.  
2650 S.W. 27 Avenue, Ste. 304  
Miami, Florida 33133  
Attorney State License # 236901  
(305) 446-1151

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2650 S.W. 27 AVENUE, SUITE 304. MIAMI, FLORIDA 33133 and the name of the initial registered agent of the corporation at that address is : JOSE R. MONTIEL.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLES VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

JOSE R. MONTIEL, PRESIDENT

BERTHA G. MONTIEL, SECRETARY

BECKY GREENBERG, TREASURER

VII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: JOSE R. MONTIEL  
2650 S.W. 27 AVENUE, SUITE 304. MIAMI, FLORIDA 33133.

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

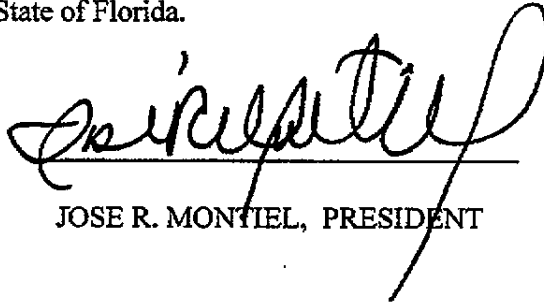
All corporate powers shall be exercised by or under the authority of and the business and

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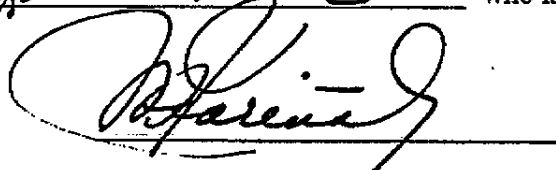
affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 24 day of March 1999 for the purpose of forming this Corporation under the laws of the State of Florida.

  
JOSE R. MONTIEL, PRESIDENT

STATE OF FLORIDA   )  
                          : SS  
COUNTY OF DADE   )

The foregoing instrument was acknowledged before me this 24 day of March, 1999 by José R. Montiel who is personally known to me and who did take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires:



MARTA FARINAS  
COMMISSION # CC774584  
EXPIRES NOV 16, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY

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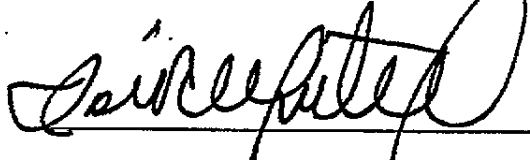
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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal

this 24 day of March, 1999



JOSE R. MONTIEL, REGISTERED AGENT

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