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FILED
99 APR 30 PM 3:41
SECRETARY OF STATE
TALLHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

SUBJECT: CDP Publishing, Inc.

(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$_____

400002858634--1
-04/30/99--01093--019
*****122.50 *****78.75

FROM: CDP Publishing Inc.

Name (printed or typed)

221 NW 85th Place

Address

Miami, Florida 33126

City, State & Zip Code

(305) 261-0403

Telephone Number

Note: Please provide the original and one copy of the Articles.

SHARON

MAY 4 - 1999

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CDP Publishing, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

221 NW 85th Place
Miami, Florida 33126

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Fernando Echavarria
221 NW 85th Place
Miami, Florida 33126

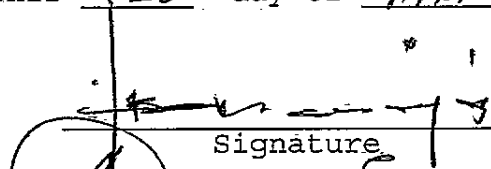
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):


Fernando Echavarria President
221 NW 85th Place
Miami, Fl. 33126

Mercedes Echavarria Vice-President
221 NW 85th Place
Miami, Fl. 33126

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 20 day of APRIL 1999



Signature



Signature

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is CDP Publishing, Inc.

221 NW 85th Place
Miami, Fl. 33126

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

Fernando Echavarria

(Name)

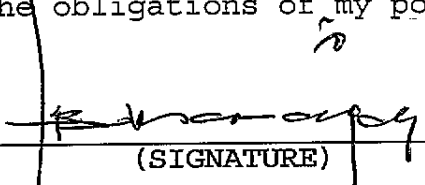
221 NW 85th Place

(P.O. Box or Mail Drop NOT acceptable)

Miami, Fl. 33126

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

April 26, 1999
(DATE)