

P99000084798

2642 Collins Avenue #501
Miami Beach, FL 33140
September 1, 1999

State of Florida
Corporations Registry
Department of Revenue
P.O. Box 6327
Tallahassee, FL 32314

800002978908--0
-09/03/99--01097--009
*****70.00 *****70.00

800002978908--0
-09/03/99--01097--010
*****8.00 *****8.00

Dear Sir or Madam:

Enclosed please find a copy of the articles of incorporation and by-laws for C.A.S.T., Corp. to solicit incorporation in the state of Florida. I have at the same time submitted forms SS-4 and 2553 to the Internal Revenue Service to be considered an "S" corporation.

I am also enclosing my check for \$70.00 for the registration fee and another check for \$8.00 for a certified copy of the enclosed articles.

Thank you very much.

Sincerely,

Luis Capaldo for
C.A.S.T., Corp.

FILED
99 SEP 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-20894

K. Rolfe SEP 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 10, 1999

LUIS CAPALDO
2642 COLLINS AVE, #501
MIAMI BEACH, FL 33140

SUBJECT: C.A.S.T., CORP.
Ref. Number: W99000020894

We have received your document for C.A.S.T., CORP. and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Bylaws are not filed with this office. Please retain them for your records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 499A00044806

ARTICLES OF INCORPORATION
of
C.A.S.T., Corp.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is C.A.S.T., Corp.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

2642 Collins Avenue, # 501
Miami Beach, FL 33140

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Luis Capaldo
2642 Collins Avenue, # 501
Miami Beach, FL 33140

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TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the United States of America and the laws of the state of Florida, particularly as it relates to marketing, graphics design and art direction~~x~~

ARTICLE VI DIRECTORS

The name and residence address of the person constituting the initial board of directors is:

Luis Capaldo
2642 Collins Avenue, # 501
Miami Beach, FL 33140

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

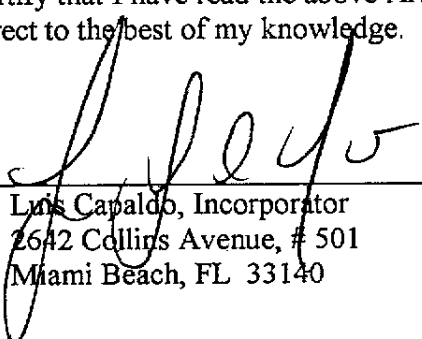
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal by-laws is vested in the board of directors.

Certification

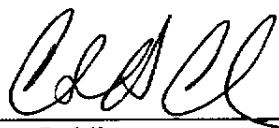
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



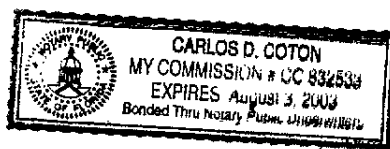
Luis Capaldo, Incorporator
2642 Collins Avenue, # 501
Miami Beach, FL 33140

State of Florida, County of Miami-Dade, ss:

Subscribed and sworn before me this 1st day of September, 19 95 by
Luis Capaldo, known to me and to me well known.



Notary Public
State of Florida at Large



AFFIDAVIT

Before me, the undersigned authority, personally appeared, **LUIS CAPALDO**, known to me and to me well known, who after being duly sworn, deposes and says that he is familiar with and accept the duties and responsibilities as Registered Agent of C.A.S.T., Corp. 2643 Collins Ave, #501, Miami Beach, FL 33140.



Luis Capaldo

Signed and sworn before me this nineteenth day of September, 1999, A.D.

Carlos D. Coton
Notary Public
State of Florida at large
My commission expires August 8, 2003

FILED
99 SEP 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA