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*****70.00 *****70.00

October 1, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

RE: *Themeworks, International, Inc.*

Dear Sir/Madam:

Enclosed please find Two (2) copies of the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,

AXEL HEYDASCH
Attorney-at-law

AH:av
Enclosures

FILED
99 OCT 18 PM 2:29
RECORDED & INDEXED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten initials and date
10-18-99
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 7, 1999

AXEL HEYDASCH, ESQ.
100 NORTH BISCAYNE BLVD.30TH FLOOR
MIAMI, FL 33132

SUBJECT: THEMEWORKS, INC.
Ref. Number: W99000023068

We have received your document for THEMEWORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

As per our telephone conversation I am returning the Articles as you never called back with a new name.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 299A00048728

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99 OCT 18 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THEMEWORKS INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THEMEWORKS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be **19159 Southwest 15th Street, Pembroke Pines, Florida 33029.**

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 State of Florida or any other state, county, 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 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) par value share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be **Axel Heydasch, New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The name and address of the initial Director(s) of this corporation who shall hold office for the first year until their successors are chosen, shall be:

Ana Isabel Arteaga-Lopez	Robert Castaneda
19159 Southwest 15th Street	7915 Camino Real
Pembroke Pines, Florida 33029	Apartment N-218
	Miami, Florida 33143

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President/Treasurer:	Ana Isabel Arteaga-Lopez
	19159 Southwest 15th Street
	Pembroke Pines, Florida 33029
Vice-President/Secretary:	Robert Castaneda
	7915 Camino Real
	Apartment N-218
	Miami, Florida 33143

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

AXEL HEYDASCH
NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 3000
MIAMI, FLORIDA 33132-2305

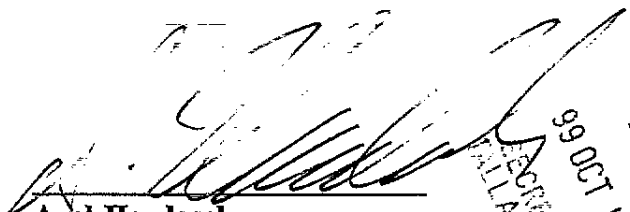
ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 1st day of October, 1999.


Axel Heydasch
Incorporator

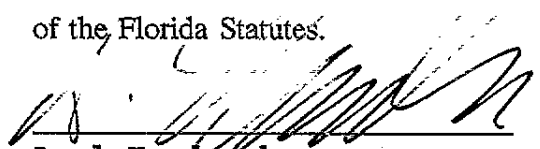
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MAY 11 1999
TALLAHASSEE, FLORIDA

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FILED

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, Axel Heydasch, a resident of Miami-Dade County, Florida, whose address is New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.


Axel Heydasch