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SANCHELIMA & ASSOCIATES, P.A.

Attorneys At Law

PATENTS, TRADEMARKS & COPYRIGHTS

December 3, 1999

J. Sanchelima, REG. PAT. ATTY.

235 S.W. LE JEUNE ROAD
MIAMI, FL 33134-1762
(305) 447-1617
FAX: (305) 445-8484

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

RE: R & S MULTI MEDIA SERVICE, INC.
Our file No. 19783

Dear Sir/Madam:

100003065601--0
-12/09/99--01069--003
*****87.50 *****87.50

Enclosed please find the Articles of Incorporation for the above referenced entity, along with our check to cover the pertinent filing fees, in the amount of \$ 87.50 (Filing Fee, Certified Copy, and Certificate of Status).

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

Very truly yours,

SANCHELIMA & ASSOCIATES, P.A.

Gladys Richardson for
Jesus Sanchelima, Esq.

JS/gc

Enclosures: Articles, copy and check

FILED
99 DEC -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-13
WC

FILED
99 DEC -9 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION

OF

R & S Multi Media Services, Inc.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation shall be:

R & S Multi Media Services, Inc.

ARTICLE II

DURATION OF THE CORPORATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED CAPITAL

The corporation shall be authorized to issue 100 shares of common stock of \$ 1.00 par value, for the total authorized capital of \$ 100.00 .

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V

DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation:

Ronin Molcho
16710 NE 9th Avenue,#711
N. Miami Beach , Florida

Susan Haas
213 Capital Avenue
Box 1153
Island Heights, New Jersey 08732

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Rd., Miami, Fl. 33134 and the name of the initial registered agent at that address is Jesus Sanchelima .

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is:

Jesus Sanchelima, Esq.
235 S.W. Le Jeune Rd.
Miami, Florida 33134
(305) 447-1617

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 3rd day of December, 1999.



Jesus Sanchelima

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent
of R & S Multi Media Services, Inc. .

Dated this 3rd day of December, 1999.

FILED
99 DEC -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J Sanchelima
JESUS SANCHELIMA, Reg. Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Jesus Sanchelima, to me well known to be the person described in and who
executed the foregoing instrument, and acknowledged to and before me
that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 3rd day of
December, 1999.

Gilberto Padin
Notary Public
State of Florida at Large

My commission Expires:

