

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ANA DALMAU ARES, P.A.
Account Number : I20000000268
Phone : (305)229-8256
Fax Number : (305)229-8252

FLORIDA PROFIT CORPORATION OR P.A.

MATMEL MIAMI GROUP CORP.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (015), and Estimated Charge (\$78.75).

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MATMEL MIAMI GROUP CORP.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MATMEL MIAMI GROUP CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ANA DALMAU ARES
3636 SW 87TH AVE.
MIAMI, FL. 33165

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TALLAHASSEE, FLORIDA

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Transact any and all lawful business.

- (1) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

MATMEL MIAMI GROUP CORP.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

**CARLOS ARTURO MONASTIRSKY
81 SW 19TH ROAD
MIAMI, FL. 33129**

The principal office and mailing address shall be:

**81 SW 19TH ROAD
MIAMI, FL. 33129**

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ARTICLE VI

The initial Board of Directors and Shareholders shall be composed by TWO (2) persons, whose names and addresses are,

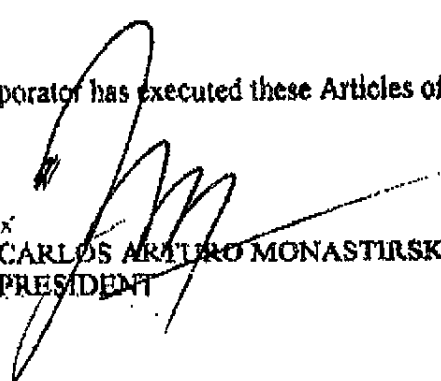
CARLOS ARTURO MONASTIRSKY - PRESIDENT - 50% SHAREHOLDER
81 SW 19TH ROAD & SECRETARY
MIAMI, FL 33129

MARTA ELISA JACOFISKY - VICEPRESIDENT - 50% SHAREHOLDER
DE MONASTIRSKY
81 SW 19TH ROAD
MIAMI, FL. 33129

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

CARLOS ARTURO MONASTIRSKY
81 SW 19TH ROAD
MIAMI, FL. 33129

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of March, 2002.


x CARLOS ARTURO MONASTIRSKY
PRESIDENT

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

MATMEL MIAMI GROUP CORP.

2. The name and address of the Registered Agent and office is:

**CARLOS ARTURO MONASTIRSKY
81 SW 19TH ROAD
MIAMI, FL. 33129**

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:

CARLOS ARTURO MONASTIRSKY

DATE:

03/19/02

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TALLAHASSEE, FLORIDA

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