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

From:
 Account Name : FAS-T CORP. AGENTS, INC.
 Account Number : 071001002335
 Phone : (305)599-0839
 Fax Number : (305)716-0346

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 02 OCT 25 PM 3:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.
MARCELA INVESTMENTS, CORP.**

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ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE MARCELA INVESTMENTS CORP.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN OCTOBER 24, 2002.

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ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

5600 COLLINS AVENUE APT 2 CU
MIAMI, FLORIDA 33140

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

MIRTA FLEISMAN
5600 COLLINS AVENUE APT 2 CU
MIAMI, FLORIDA 33140

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

CARLOS ALBERO FLEISMAN
5600 COLLINS AVENUE APT 2 CU
MIAMI, FLORIDA 33140

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
CARLOS ALBERO FLEISMAN	PRESIDENT

ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

MIRTA FLEISMAN
5600 COLLINS AVENUE APT 2 CU
MIAMI, FLORIDA 33140

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

**ARTICLE XI
AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 24 DAY OF OCTOBER, 2002.


MIRTA FLEISMAN

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ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


MIRTA FLEISMAN