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PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: M & M PROMOTIONS, INC.
AUDIT NUMBER.....H97000008732
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

97 MAY 28 PM 3:55

OF

SEC. STATE
TALLAHASSEE, FLORIDA

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M & M PROMOTIONS, INC.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLES I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be M & M PROMOTIONS, INC. and its Principal Office Address is 330 GRECO AVENUE, SUITE 200B, CORAL GABLES, FLORIDA 33146.

ARTICLES II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the united States of America.

ARTICLES III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares.

ARTICLES IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0).

- 1 -

Instrument Prepared by:
Alberto N. Trelles, Esq.
815 Ponce De Leon Blvd
Coral Gables, Florida 33134
PH; (305) 445-4668
Florida Bar No.: 559751

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ARTICLES V- DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLES VI - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

ALBERTO N. TRELLES,ESQ.
815 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

ARTICLES VII - DIRECTORS

This Corporation shall have two (2) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

MARIO DEAMENT
330 GRECO AVENUE
SUITE 200-B
CORAL GABLES, FL 33146

MIGUEL FERRO
330 GRECO AVENUE
SUITE 200-B
CORAL GABLES, FL 33146

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ARTICLESVIII - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

**PRESIDENT: MARIO DEAMENT
330 GRECO AVENUE
SUITE 200-B
CORAL GABLES, FL 33146**

**VICE-PRES: MIGUEL FERRO
330 GRECO AVENUE
SUITE 200-B
CORAL GABLES, FL 33146**

**TREASURER: MIGUEL FERRO
330 GRECO AVENUE
SUITE 200-B
CORAL GABLES, FL 33146**

**SECRETARY: MIGUEL FERRO
330 GRECO AVENUE
SUITE 200-B
CORAL GABLES, FL 33146**

ARTICLES IX - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation as Incorporator(s) is:

**Alberto N. Trelles
815 Ponce De Leon Boulevard
Coral Gables, Florida 33134**

ARTICLES X - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 27
Day of May, 1997

ALBERTO N. TRELLES, ESQ. INCORPORATOR

STATE OF FLORIDA)

) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, ALBERTO N. TRELLES, ESQ., well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO and subscribed before me, this 27 day of May, 1997.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING PERSON UPON WHOM PROCESS MAY BE SERVED**

MAY 28 PM 3:55
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with said Act:

THAT M & M PROMOTIONS, INC. desiring to organize under the Laws of the State of Florida has named ALBERTO N. TRELLES, ESQ., whose office is located 815 PONCE DE LEON BLVD, CORAL GABLES, FI 33134 as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 27th day of May, 1997.

By: 
ALBERTO N. TRELLES
RESIDENT AGENT

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