

115/98 *Miami Angeles* **99800019987** Charter Number Only

The office Alternative
 Requestor's Name
 391 Coral Way #115
 Address
 Miami FL 33145
 City State ZIP Phone
 446-1145A

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 -09/16/98--01003--015
 ****122.50 ****122.50

VALIDATION ONLY

FILED
 98 SEP 16 AM 11:15
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

CORPORATION(S) NAME

Moesha Corp.

RECEIVED
 98 SEP 15 AM 9:29
 DIVISION OF CORPORATION



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998-19987

ARTICLES OF INCORPORATION
OF

Moesha Corp.

ARTICLE I - NAME

The name of this corporation is Moesha Corp. The principal office mailing address is:

**6175 N. W. 167 Th St., Suite G-21
Miami, Florida 33015**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall 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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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6175 N.W. 167 Th St., Suite G-21 Miami, FI 33015 and the name of the initial registered agent of this corporation at that address is : Gabriel A. Navas.

ARTICLE VII - INITIALS BOARD OF DIRECTORS

This corporation shall have 1director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is :

Gabriel A Navas
6175 N. W. 167 Th St Suite G-21
Miami, Florida 33015


Samir Tambeh
6175 N. W. 167 Th St Suite G-21
Miami, Florida 33015

ARTICLE VII - INCORPORATOR

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

Gabriel A Navas
6175 N. W. 167 Th St Suite G-21
Miami, Florida, 33015

Signature: _____


Incorporator

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in a person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required law.

ARTICLE XIII - INDEMNIFICATION

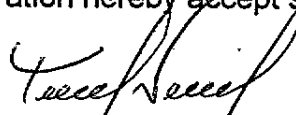
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

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I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.



Gabriel A. Navas (Registered Agent)