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FILED
00 FEB 25 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 24, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Morales Associates Corp.

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-02/25/00--01062--019
*****78.75 *****78.75

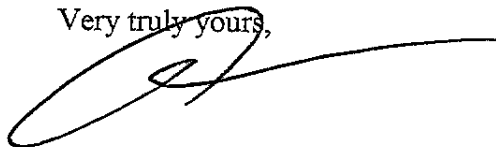
Dear Sir/Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for Morales Associates Corp.

Enclosed also is my check in the amount of \$78.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned, using the enclosed self-addressed Federal Express envelope and airbill, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

ARS:el
Enclosures

3/3
Name ok per Kim

S. Thompson MAR 03 2000

ARTICLES OF INCORPORATION
OF
MORALES ASSOCIATES CORP.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

MORALES ASSOCIATES CORP.

The Corporation's address is:

Carrera 66 No. 72 - 28
Bogota, Colombia

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ARTICLE II

DURATION

The corporation shall commence its existence on February 25, 2000, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VII

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of February, 2000.



ADAM R. SCHIFFMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 24th day of February, 2000.


ADAM R. SCHIFFMAN

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STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of MORALES ASSOCIATES CORP., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 24th day of February, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

