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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**MAKRO GROUP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 7, 2000

EMPIRE

SUBJECT: MAKRO GROUP, INC.
REF: W00000006004

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS MACRO GROUP INC. DOC #V60898.

The name of the entity must be identical throughout the document.

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Becky McKnight
Document Specialist

FAX Aud. #: H00000010236
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ARTICLES OF INCORPORATION

MATIZ GROUP INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

MATIZ GROUP INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. 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.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 169 E. Flagler St. Suite 1527, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to another address in Florida.

Presented By: Disney D. Thompson, Esquire, Florida Bar No. 847534, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

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ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial member of the Board of Directors are:

RICARDO QUINTERO
169 East Flagler St. Suite 1527
MIAMI, FLORIDA, 33131

MAJANI HATEM
169 East Flagler St. Suite 1527
MIAMI, FLORIDA 33131

SAID HATEM
169 East Flagler St. Suite 1527
MIAMI, FLORIDA 33131

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 169 E. Flagler Street, Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY THOMPSON.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: RICARDO QUINTERO


RICARDO QUINTERO

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Presented By: Disney D. Thompson, Esquire, Florida Bar No. 347534, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

MATIZ GROUP INC.

, a corporation being organized under the laws of the State of Florida, with its principal place of business: 169 East Flagler St. Suite 1527, Miami, Florida 33131, has named **DISNEY THOMPSON**, located at 169 East Flagler Street, Suite 1527 Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


 Registered Agent: Disney Thompson

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Presented By: **Disney D. Thompson, Esquire, Florida Bar No. 847534, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.**