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**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-04/26/00--01041--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT: MALLWISE Inc. ARTICLES OF INCORPORATION**

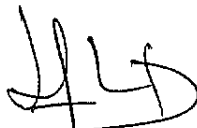
Enclosed is an original and one (1) copy of the articles of incorporation and a check for seventy eight U.S. Dollars ( \$ 78.75), covering the following fees:

Filing fee \$ 35.00  
Designation of Registered Agent \$ 35.00  
Certified copy \$ 8.75

**FROM:**

**JOSE FRANCISCO GUEDEZ**  
6176 Raleigh Street # 216  
Orlando, FL 32835

Phone No. (407) 292-6152



Signature

4/24/2000

Date

FILED  
00 APR 26 AM 11:24  
TALLAHASSEE, FL 32314

CC  
427.00

FILED  
APR 26 AM 11:24  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**MALLWISE INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation shall be: **MALLWISE INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

6176 Raleigh Street # 216  
Orlando, FL 32835

P.O. Box 616823  
Orlando, FL 32861-6823

**ARTICLE III: SHARES**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000).

The shares will be no par value.

Shares shall not be offered as compensation to officers, agents or employees of the Corporation.

The Corporation chooses to issue all shares without certificates

Shareholders will be required to first offer their shares to other shareholders or the Corporation before selling to other parties.

**ARTICLE IV: FISCAL YEAR**

The fiscal year of the Corporation will end each year on December 31.

**ARTICLE V: DIRECTORS**

The Directors must be shareholders of the Corporation.

The number of shareholders constituting the initial Board of Directors of the Corporation is two (2).

Each Director will serve for a Term of ten (10) years.

The following persons will be the initial Directors of the Corporation:

JOSE FRANCISCO GUEDEZ

ADIRA MENDOZA DE GUEDEZ

**ARTICLE VI: PURPOSE**

The purpose for which the Corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated, among them: retail, wholesale or international trade of jewelry, gifts, fine tableware, decoration items, fine leather, display features and structures.

**ARTICLE VII: BYLAWS**

The provisions for the regulation of the internal affairs of the Corporation shall be as set forth in the Bylaws by the Board of Directors.

**ARTICLE VIII: PREEMPTIVE RIGHTS:**

The Corporation elects to have preemptive rights for the shareholders to acquire the Corporation's unissued shares.

The preemptive rights includes: 1.- Shares authorized that are issued within six (6) months from the effective date of incorporation. 2.- Shares sold otherwise than for money. 3.- Shares not acquired by the shareholders after being offered to shareholders by the Board of Directors.

**ARTICLE IX: INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and the Florida street address of the of initial Registered Agent are:

Radu Pisano  
6700 SW 104 Ct.  
Miami, FL 33173

**ARTICLE X: INCORPORATOR**

The name and Florida street address of the Incorporator are:

JOSE FRANCISCO GUEDEZ  
6176 Raleigh Street # 216  
Orlando, FL 32835

  
\_\_\_\_\_  
Signature Incorporator

4/24/00  
\_\_\_\_\_  
Date

Having being named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature Registered Agent

04/24/00  
\_\_\_\_\_  
Date

FILED  
00 APR 26 AM 11:24  
TALLAHASSEE, FLORIDA