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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850) 922-4001

From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Majestic Group Marketing & Sales, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	047
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF ARTICLES OF INCORPORATION

FOR

MAJESTIC GROUP MARKETING & SALES USA, INC.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

MAJESTIC GROUP MARKETING & SALES USA, INC.

and the principal office is 7416 SW 11th Court, Ft. Lauderdale, Florida 33068.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 100 shares

Sandra Lambert, P.A.
370 W. Camino Gardens Boulevard #114
Boca Raton, Florida 33432
Telephone (561) 368-0268
FBN 061750
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ARTICLE IV

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 p/ro 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 V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be: 370 W. Camino Gardens Boulevard, Suite 114, Boca Raton, Florida 33432.

The initial registered agent shall be: Sandra Lambert, Esquire

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be

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provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

NAME

ADDRESS

Manuel Mendes

90 Thorncliffe Park Drive
Toronto, Ontario M4H 1M5

Fcaud Bacchus

7416 SW 11th Court
Ft. Lauderdale, Florida 33068

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

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ARTICLE X

The name and place of residence of each incorporator of this corporation is as follows:

NAME & ADDRESS

Feaud Bacchus

7416 SW 11th Court
Ft. Lauderdale, Florida 33068

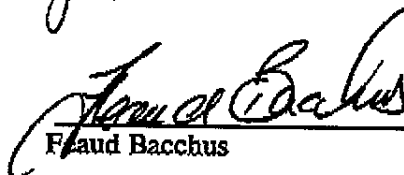
ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 4th day of May, 2000.

 (Seal)
Feaud Bacchus

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STATE OF FLORIDA
COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person(s) described in and who executed the above and foregoing proposed charter, and he acknowledged that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, this 4th day of May, 2000.


NOTARY PUBLIC

My Commission Expires:



FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MAJESTIC GROUP MARKETING & SALES USA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ft. Lauderdale, County of Broward, State of Florida, has named

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Sandra Lambert, Esquire located at City of Boca Raton, County of Palm Beach, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 
Sandra Lambert, Esquire
(Resident Agent)

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