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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 MAY 26 AM 11:48

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MERINCO USA INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

OF

MERINCO USA INC.

FILED

2000 MAY 26 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MERINCO USA INC.

The principal place of business of this corporation shall be: 2874 NW 72nd. Ave.
Miami, Fl. 33122

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 each. (Total \$100.00-One Hundred Dollars).

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Javier Hernandez, President - 2874 NW 72nd. Ave. Miami, Fl. 33122

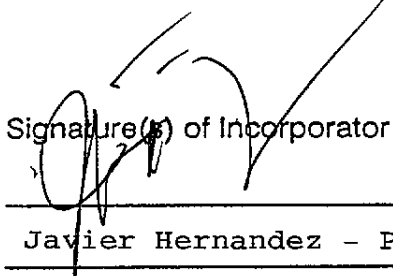
Rosa Lacayo, Vice-President - 2874 NW 72nd., Ave., Miami, Fl. 33122

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Javier Hernandez, 2874 NW 72nd. Ave., Miami, Fl. 33122

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23rd. day of May, ~~19~~ 2000


Signature(s) of Incorporator(s)

Javier Hernandez - President

STATE OF _____
COUNTY OF _____

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of _____, 19__, by _____ (Name of Incorporator) of _____ (Name of Corporation)

Notary Public

My Commission Expires: _____

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MERINCO USA INC.

2. The name and address of the registered agent and office is:

Mariano Lacayo

2874 NW 72nd. Ave.

(P. O. BOX NOT ACCEPTABLE)

Miami, Fl. 33122

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE May 23, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE May 23, 2000