

**Florida Department of State**  
Division of Corporations  
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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.**

**M & S OF MIAMI, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**ARTICLE I -- NAME**

THE NAME OF THIS CORPORATION IS:

**M & S OF MIAMI, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**8201 NORTH WEST 66<sup>TH</sup> STREET  
SUITE NO. 4  
MIAMI, FLORIDA 33166**

**ARTICLE II -- PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III -- CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV -- PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V -- INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**8201 NORTH WEST 66<sup>TH</sup> STREET  
SUITE NO. 4  
MIAMI, FLORIDA 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**MARCIO DOS SANTOS**

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Articles of Incorporation of: **M & S OF MIAMI, INC.**  
Prepared by: **Guillermo Uhieta, Jr.**  
8201 North West 66<sup>TH</sup> Street Suite 3 & 4  
Miami, Florida 33166

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**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 1 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

**MARCIO DOS SANTOS  
PRESIDENT & DIRECTOR**

**ARTICLE VII -- INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**MARCIO DOS SANTOS  
8201 NORTH WEST 66<sup>TH</sup> STREET  
SUITE NO. 4  
MIAMI, FLORIDA 33166**

**ARTICLE VIII -- INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

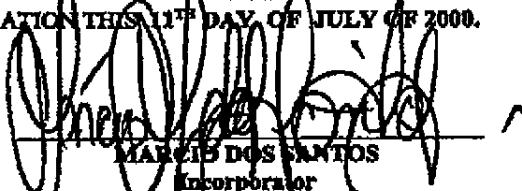
**ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X -- BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 11<sup>TH</sup> DAY OF JULY OF 2000.

  
\_\_\_\_\_  
MARCIO DOS SANTOS  
Incorporator

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Prepared by: Guillermo Ubieta, Jr.  
8201 North West 66<sup>TH</sup> Street Suite 3 & 4  
Miami, Florida 33166

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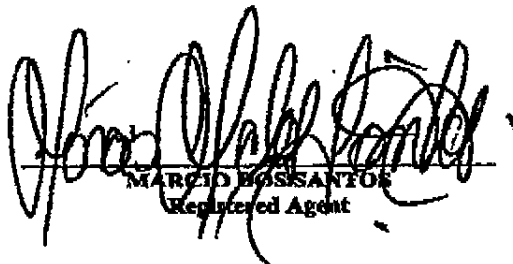
**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **M & S OF MIAMI, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED **MARCIO DOS SANTOS**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **M & S OF MIAMI, INC.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 11<sup>TH</sup> DAY OF JULY, 2000.



MARCIO DOS SANTOS  
Registered Agent

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Miami, Florida 33166

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