

Division of Corporations

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PO1000022719

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : KALKAS BUSINESS SERVICES
Account Number : T19980000015
Phone : (305) 577-9716
Fax Number : (305) 577-9718

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -5 AM 11:56

FLORIDA PROFIT CORPORATION OR P.A.

MBM U.S. Enterprises Corp.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION OF

MBM U.S. Enterprises Corp..

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

MBM U.S. Enterprises Corp..

with the principal place of business located at:

**500 NE 33 Street, Suite 9
Miami, FL 33137**

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida. Initially corporation will engage in the business of distribution and demonstration of cosmetics.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

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:

**500 NE 33 Street, Suite 9
Miami, FL 33137**

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DIVISION OF CORPORATIONS

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The name of the initial Registered Agent of this corporation is:

Moacyr Bueno

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Moacyr Bueno.; President
500 NE 33 Street, Suite 9, Miami, FL 33137

ARTICLE VII - INCORPORATORS

The name of and address of the persons signing this article are:

Moacyr Bueno
500 NE 33 Street, Suite 9
Miami, FL 33137

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY 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, or shareholders of this corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1st day of March 2001.



Incorporator

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

WITNESSETH:

That the MBM U.S. Enterprises Corp.. 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

Moacyr Bueno
500 NE 33 Street, Suite 9
Miami, FL 33137

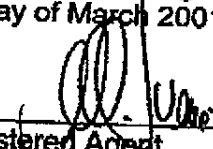
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

MBM U.S. Enterprises Corp..

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 the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 1st day of March 2001.



Registered Agent

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