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**Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State**

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To:
Division of Corporations
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EFFECTIVE DATE
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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FLORIDA PROFIT CORPORATION OR P.A.

Masterpicks, Inc.

Certificate of Status	1
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N. CULLIGAN ✓
MAY 10 2001

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EFFECTIVE DATE
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Masterpicks, Inc.

Article II. Purpose

The purpose for which the Corporation is organized is:
To engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III. Address

The Corporation's mailing address is:
Masterpicks, Inc.
200 Ocean Lane Drive
#108
Key Biscayne FL 33149

Article IV. Registered Agent

The name and address of the Corporation's registered agent is:
Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Article V. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Nicolas Pereira
Stefano Reiser

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902
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The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article VI. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Incorporator

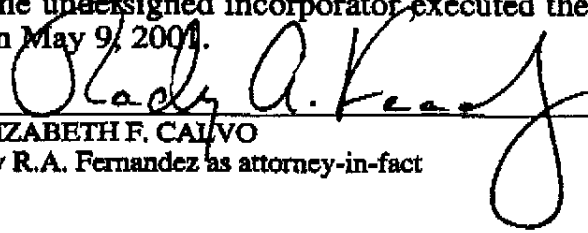
The name and address of the incorporator is:

Lizabeth F. Calvo
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 9, 2001.

The undersigned incorporator executed these Articles of Incorporation on May 9, 2001.



LIZABETH F. CALVO
by R.A. Fernandez as attorney-in-fact

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
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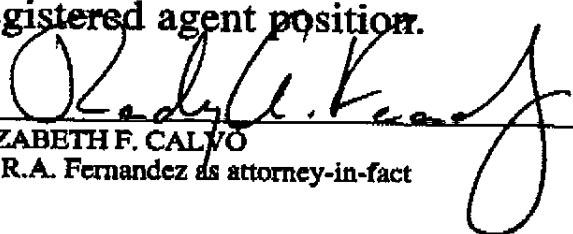
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Masterpicks, Inc.

REGISTERED AGENT/OFFICE:
Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LIZABETH F. CALVO
by R.A. Fernandez as attorney-in-fact

Date: May 9, 2001

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