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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. MADI-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	
<input checked="" type="checkbox"/>	Profit
<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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****78.75 *****78.75

Examiner's Initials

FILED
01 MAY 11 AM 11:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
RECEIVED
NO. 1000 LEADS
TO AGENCY OF FILING
SUFFICIENCY OF FILING
MAY 11 PM 10:52

P01000047356

ARTICLES OF INCORPORATION

OF

MADI-USA, INC.

FILED
01 MAY 11 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation is MADI-USA, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock, having a par value of One (\$1.00) dollar per share. All said shares shall be payable in cash, property, labor, or services at a valuation to be fixed by the Board of Directors.

ARTICLE V

ADDRESS

The address of the principal office of this Corporation is: 9020 N.E. 8 Avenue, No. 1-1, Miami Shores, Florida, 33138.

ARTICLE VI

DIRECTORS

The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Enrique O. Barthe	9020 N.E. 8 Ave. No. 1-1 Miami Shores, Florida, 33138

ARTICLE VIII

INCORPORATOR(S)

The name and address of the Incorporator(s) signing these Articles of incorporation is: Enrique O. Barthe, 9020 N.E. 8 Avenue, No. 1-1, Miami Shores, Florida, 33138.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 9020 N.E. 8 Avenue, No. 1-1, Miami Shores, Florida, 33138.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 09 day of May, 2001.

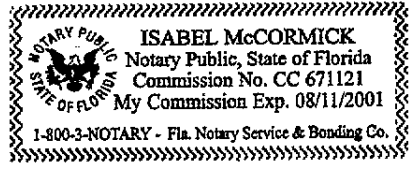
X *Enrique O. Barthe*
Enrique O. Barthe, Incorporator

STATE OF Florida)

COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared, Enrique O. Barthe, personally known to me and known to be the person(s) described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed. WITNESS my hand and official seal this 09 day of may, 2001.

Isabel McCormick
NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

X *Enrique O. Barthe*
ENRIQUE O. BARTHE

Date: May 9, 2001

01 MAY 11 AM 11:59
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA