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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MM USA, CORP.

Certificate of Status	0
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Page Count	05
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ARTICLES OF INCORPORATION OF
MM USA, CORP.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is MM USA, CORP.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the export, import or distribution of a variety of products;
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 700, Miami, Florida 33131, and the name of its initial registered agent at such address, is GRISALES & ALFANO, LLC.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation are three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: Reynaldo Dominguez Dibb
Address: 789 Crandom Blvd., Ocean Club, Tower I, Suite 1104, Key
Biscayne, Florida 33149.
Position: President

Name: Maria Montserrat Dominguez Ruiz-Diaz
Address: 789 Crandom Blvd., Ocean Club, Tower I, Suite 1104, Key
Biscayne, Florida 33149.
Position: Secretary

Name: Maria Soledad Dominguez Ruiz-Diaz
Address: 789 Crandom Blvd., Ocean Club, Tower I, Suite 1104, Key
Biscayne, Florida 33149.
Position: Vice-President


ARTICLE SEVEN


INCORPORATORS


The name of each incorporator is:

Name: MM CORP. II, a British Virgin Islands corporation

Executed by the undersigned at on July 27, 2001.


Maria Monserrat Dominguez Ruiz-Diaz
For MM USA, Corp.


Reynaldo Dominguez Dibb
For MM USA, Corp.

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MM USA, Corp.
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Maria Soledad Dominguez Ruiz-Diaz
For MM USA, Corp.

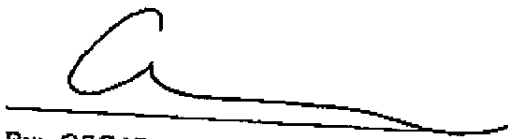
H 01000085567**Designation and Acceptance of Registered Agent**

Pursuant to the provisions of 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 MM USA, CORP.
2. The name of the registered agent is GRISALES & ALFANO, LLC.
3. The address of the registered agent/principal office is 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

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By: OSCAR GRISALES RACINI, Esq.
For the Firm

Date: July 27, 2001

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