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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : RUIZ & CO., INC.  
Account Number : 110116001462  
Phone : (305) 828-1277  
Fax Number : (305) 828-6855

FLORIDA PROFIT CORPORATION OR P.A.

MG & Brice Corp.

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TALLAHASSEE, FLORIDA

B. McKnight AUG 10 2001

08/09/2001

**ARTICLES OF INCORPORATION  
OF  
MG & Brice Corp.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: MG & Brice Corp.  
The principal place of business of this corporation shall be: 8600 NW 30<sup>th</sup> Terrace, Ste# 6-A  
Miami, Florida 33122

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) ONE THOUSAND @ \$ .10 par value per share.

**ARTICLE IV TERM OF EXISTANCE**

This corporation is to exist perpetually. This Document Prepared by:

This Document prepares by:  
Ruiz & Company, P.A.  
1665 West 68<sup>th</sup> Street, Ste # 206  
Hialeah, Florida 33014  
(305) 828-1277

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## ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold officer the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Oscar Martos  
Henry Briceno  
Sandalio Gimenez  
8600 NW 30<sup>th</sup> Terrace, Ste # 6-A  
Miami, Florida 33122

## ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.


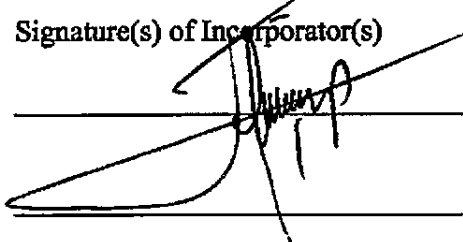
## ARTICLE VII INCORPORATOR (S)

The name(s) and street address (es) of the Incorporator(s) to this articles of incorporation is (are):

Sandalio Jimenez  
8600 NW 30<sup>th</sup> Terrace, Ste 6-A  
Miami, Florida 33122

IN WITNESS WHEREOF, the undersigned Incorporator (s) has (have) executed these Articles of Incorporation this 27<sup>th</sup> day of July 2001.

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, 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: MG & Brice Corp.
2. The name and address of office for registered agent is: Sandalio Gimenez  
8600 NW 30<sup>th</sup> Terrace  
Miami, Florida 33122

SIGNATURE: \_\_\_\_\_

TITLE: Officer

DATE: July 27<sup>th</sup>, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: \_\_\_\_\_

DATE: July 27<sup>th</sup>, 2001

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