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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305)599-0839

Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MARKETEL USA, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 (3) |
| Estimated Charge | \$78.75 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight AUG 21 2001

Articles of Incorporation
OF
MARKETEL USA, INC.

The UNDERSIGNED Subscriber to these Articles of Incorporation is a natural person competent to contract and whom I hereby associate myself with to form a corporation under the laws of the State of Florida.

Article I

The name of the corporation shall be **MARKETEL USA, INC.**

Article II

The corporation may engage in any and all lawful businesses, joint ventures, and projects and engage in any business(s) that are permissible under the United State and of the State of Florida.

Article III

The authorized capital of this corporation shall be 1,000 shares of common stocks of \$1.00 (one US dollar) par value.

Article IV

The principal place of corporation shall be: **3851 CRESTWOOD CIRCLE WESTON, FL 33331**

Articles V

The initial registered agent and the incorporator for the corporation is:

**BARBARA AHMAD
3851 CRESTWOOD CIRCLE
WESTON, FL 33331**

Article VI

The corporation shall not have less than one shareholder as provided by the by-laws. The number of directors may increase or decrease with the consent of all stockholders. The power to adopt, alter, amend or otherwise dissolve the corporation shall be vested to the Board of Directors.

Article VII

The following shall constitute the first Board of Directors and officers of the corporation:

| Name | Position | Address |
|---------------|-----------|---|
| BARBARA AHMAD | PRESIDENT | 3851 CRESTWOOD CIRCLE WESTON, FL 33331 |

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Article VIII

The private property of the stockholder(s) shall not be subject to the payment of any corporate debt to any extent whatever.

Article IX

Subject to the provisions and conditions of this article, the corporation shall full power and lawful authority to accept properties, labor, and services in the lieu of payment of shares of its capital stock(s) at an appropriate evaluation to be fixed by the Board of Directors.

Article X

The director(s) of the corporation may transact business, borrow, lend, deal or contract with the corporation and with other person(s) competent and authorized to enter into contract to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Article XI

The corporation shall indemnify each director and officer of the corporation against all or any expenses reasonable incurred by them in connection with or arising out of any action, suit, or proceeding in which he/she may be involved, by reason of him/her being or having been the director or officer of the corporation, to the fullest extent permitted but subject only to the limitations and provisions of the laws of the State to Florida and laws of the United States.

Article XII

The duration of the corporation shall be perpetual.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In pursuant to chapter 607.034 of the State of Florida statutes, the following is submitted:

First, that **MARKETEL USA, INC.** is desiring to incorporate under the laws of the State of Florida, with its principal office, as stated in the articles of incorporation, has named **BARBARA AHMED**, as an agent to accept services of process within this State.

Second, having been name to accept services of process for the corporation, at the place designated in this certification, I hereby agree to accept in this capacity and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties.


BARBARA AHMED
PRESIDENT/INCORPORATOR

Prepared by:

BACS

7855 N.W. 12th Street, #203 Miami, Florida 33126

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