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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Moonwalk USA Real Estate, Inc

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X

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

X

Cert. Copy

X

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

01 AUG 29 PM 3:12

RECEIVED

01 AUG 29 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

Signature

Requested by:

KC 8/29

Name

Date

Time

Walk-In

Will Pick Up

gy 8/29

**ARTICLES OF INCORPORATION
OF
MOONWALK USA REAL ESTATE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **MOONWALK USA REAL ESTATE, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock, which the corporation is authorized to issue and have outstanding at any one time, is **100,000** shares of common stock having a par value of **\$1.00** per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial office of the corporation is **701 Brickell Avenue, Suite 2620, Miami, Florida 33131**. The street address of the initial registered office of this Corporation is **701 Brickell Avenue, Suite 2620, Miami, Florida 33131** and the name of the initial registered agent of this Corporation at that address is **Lazara Ameng-Torres**.

ARTICLE VI

The corporation shall have at least one director, initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name and street address of the member of the First Board of Director of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Laurens Luckmann	701 Brickell Avenue Suite 2620 Miami, Florida 33131

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Lazara Ameng-Torres	701 Brickell Avenue Suite 2620 Miami, Florida 33131

ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the boards of directors. Nevertheless, the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any such right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 28 day of August, 2001.



Lazara Ameng-Torres

CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

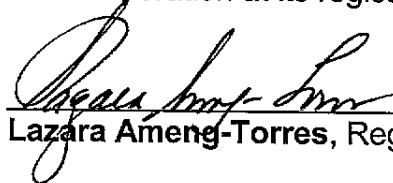
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Moonwalk USA Real Estate, INC. desiring to organize under the laws of the State of Florida, hereby designates **Lazara Ameng-Torres** as its registered agent and **701 Brickell Avenue, Suite 2620, Miami, Florida 33131** as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Lazara Ameng-Torres, Registered Agent

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