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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. M & M USA, PRODUCTIONS CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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Certificate of Status

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01 SEP -4 AM 10:52
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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9/9/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M & M USA., PRODUCTIONS CORPORATION**

A corporation for profit formed under the Florida General Corporation Act.

The undersigned subscriber (s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

M & M USA., PRODUCTIONS CORPORATION

ARTICLE II - ADDRESS

The initial principal place of business and mailing address of this corporation shall be:

7311 N.W. 12th. STREET SUITE # 15 MIAMI, FL 33126

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III - DURATION

Term of existence of the corporation is perpetual

ARTICLE IV - PURPOSE

The general nature of the business and business to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind

and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

ARTICLES V - SHARES

The number of shares which the corporation has authorized to be outstanding at any one time is **7500**.

PAR VALUE \$ 1.00.- The capital stock may be paid for in money, property, labor or services at a just valuation or be fixed by the incorporators or by the directors at a meeting called for such purposes.

ARTICLE VI - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE VII - REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be

7311 N.W. 12th. STREET SUITE # 15 MIAMI, FL 33126

and the name of the initial registered agent at such address is:

MIGUEL E. CANGAHUALA

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation:



Signature of Registered Agent

Date: 08/24/2001

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TALLAHASSEE, FLORIDA

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ARTICLE VIII - DIRECTORS

The initial Board of Directors shall consist of a total of two (2) persons and the name and address of the persons who are to serve as as initial directors are:

- 1) **MIGUEL E CANGAHUALA** **President, Treasurer**
7311 N.W. 12th. Street # 15 **Vice President, Secretary**
Miami, Fl 33126

ARTICLE IX - GENERAL PROVISIONS

- (a)** The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b)** Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c)** A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d)** The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

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TALLAHASSEE, FLORIDA

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

MIGUEL E CANGAHUALA

In witness whereof I have subscribed my name


Signature of Incorporator

Date: 08/24/2001