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Florida Department of State
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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.

MERCHEGELIS GROUP, CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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TALLAHASSEE, FLORIDA

B. McLaughlin OCT 17 2001 ✓

**ARTICLES OF INCORPORATION
OF
MERCHEGELIS GROUP, CORP.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **Merchegelis Group, Corp.**

ARTICLES II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLES III: INITIAL REGISTERED OFFICE AND AGENT

The Initial Registered Office and Agent of this Corporation shall be:

Maria Angeles Alvarez
15045 S.W. 68th Terrace
Miami Fl. 33193



PREPARED BY: Dorys Martinez
2500 S.W. 107th Avenue # 49
Phone: (305) 226-21-26
Miami Florida 33165

CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

15045 S.W. 68th Terrace
Miami Fl. 33193

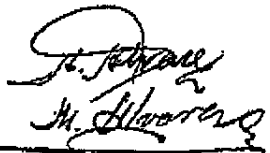
ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be (2) initially. The name and positions of the initial Directors are:

Maria Angeles Alvarez
Maria Mercedes Alvarez

Director
Director Assistant

51%
49%



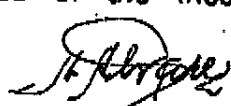
ARTICLE VI STOCK

The aggregate number of shares which the corporation shall have authority to issue, is the total sum of 100 shares, having an individual par value of \$ 10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:



Maria Angeles Alvarez
15045 S.W. 68th Terrace
Miami, Fl. 33193

ARTICLE VII: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

In witness whereof, the undersigned incorporator has executed these of incorporation this 11th day of October, 2001

A handwritten signature in dark ink, appearing to read 'Maria Angeles Alvarez', written in a cursive style.

Maria Angeles Alvarez
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

The name of this corporation is: **Merchegelis Group, Corp.**

The name and address of the Register Agent and Registered office is:

Maria Angeles Alvarez
15045 S.W. 68th Terrace
Miami, Fl. 33193

Having been as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions 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.

Dated October 11, 2001



Maria Angeles Alvarez