

Jan 16 02 5:10p

Division of Corporations

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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

21st CENTURY MARKETING, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 15, 2002

EXPRESS CORPORATE FILING SERVICE

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ARTICLES OF INCORPORATION

OF

21ST CENTURY MARKETING GROUP, INC.

ARTICLE I NAME

The name of this corporation shall be:

21ST CENTURY MARKETING GROUP, INC.

ARTICLE II DURATION

This company shall have perpetual existence.

ARTICLE III PURPOSE

The general nature of the business to be transacted by this corporation shall be: Any activity or lawful business under the Laws of the State of Florida and the Laws of the United States of America.

ARTICLE IV VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V CAPITAL STOCK

This corporation shall have 1000 common shares of stock with \$ 1.00 par value.

ARTICLE VI DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be equal rank and indential, except in respect to the particulars that may be fixed by the

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Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VIII **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VIII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be: 20630 Biscayne Blvd. Aventura, FL 33180

The name and address of the initial registered agent of this corporation shall be: Millennium Consulting Services, Inc. 20630 Biscayne Blvd. Aventura, FL 33180

ARTICLE IX **PRINCIPAL PLACE OF BUSINESS**

The street address of the place of business of this corporation shall be: 20630 Biscayne Blvd. Aventura, FL 33180

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ARTICLE X
INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address(es) of the initial director(s) of this corporation is /are:

President: **Alessandra Caetano Decnop**
 Passport number CK 902067

Secretary &
Treasurer: **Clarissa Duarte Sales Carvalho**
 Passport number CH 382539

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
AMENDMENT

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

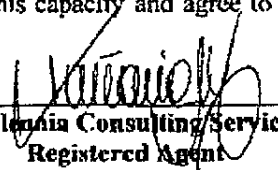
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ARTICLE XIV
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



Millennia Consulting Services, Inc.
Registered Agent

In WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this: 14TH day of January of 2002


Alessandra Cactano Decnop

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