

OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-04/09/02--01028--010
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OFFICE USE ONLY

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

- MOR USA INC. (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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

4/9

Examiner's Initials

FILED
 02 APR -9 AM 11:36
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
Of

MOR USA INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name and address of the corporation:

MOR USA INC.
6075 W. 20 AVENUE #305
HIALEAH, FL. 33012

ARTICLE II

The period of its duration is perpetual

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose(s) for which the corporation is organized is to engage in the transaction of any or all Lawful business for which the corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of capital stock, \$ 1.00 par value.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation are one (1) and the names and addresses of the person(s) who are to serve as director(s) until the first annual meeting of shareholders or until the successors are elected and qualified are:

P/T/D: JORGE M. FIDALGO 6075 W 20 AVENUE #305 HIALEAH, FL 33012
VP/S/D: PABLO A. CASTRO 6075 W 20 AVENUE #305 HIALEAH, FL 33012

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TALLAHASSEE FLORIDA

ARTICLE VII

The shares of Capital Stock of this corporation shall be issued to the following person(s):

Name	Address	Shares
JORGE M. FIDALGO	6075 W. 20 AVE. #305 HIALEAH, FL. 33012	90%
PABLO A. CASTRO	6075 W. 20 AVE.,#305 HIALEAH, FL. 33012	10%

ARTICLE VIII

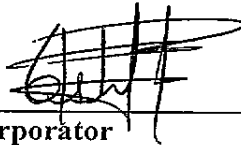
The name and address of the incorporator and the address of the principal office is:

PABLO A. CASTRO
6075 W. 20 AVE. #305
HIALEAH, FL. 33012

ARTICLE IX

The name and address of the initial registered agent is:

PABLO A. CASTRO
6075 W. 20 AVE. #305
HIALEAH, FL. 33012



Incorporator

Dated: APRIL 8TH 2002

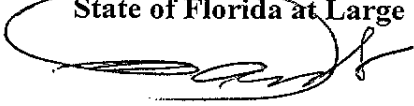


Initial Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)
)

The foregoing instrument was acknowledged before me this 8th day of April 2002, BY Israel B. Pando the Incorporator, Who is personally known to me and who did take an oath.

Notary Public
State of Florida at Large



My commission Expires:



CERTIFICATE OF DESIGNATION- REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation is: MOR USA INC.
2. The name and address of the registered office is: MOR USA INC.
6075 W. 20 AVE. #305
HIALEAH, FL. 33012

Signature: _____

Title: INCORPORATOR

Date: April 8th 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FUTURE AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: _____

Title: Registered Agent

Date: April 8th 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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