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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 19 PM 6:26

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100005309501 --3
-04/19/02--01088--005
*****70.00 *****70.00

SUBJECT:

MARCELO'S CORP.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

LUIZ MARCELO CEPINHO

Name (Printed or typed)

3742 TERRAPIN LANE APT 2103

Address

CORAL SPRINGS, FL 33067

City, State & Zip

561 473 7660

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

4-19-02
5

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ARTICLES OF INCORPORATION OF

The undersigned, acting as incorporators of a corporation pursuant to chapter 607, Florida Statute, adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be MARCELO'S CORP.

ARTICLE II

The address of the principal office and mailing address of MARCELO'S CORP.

is: 3742 TERRAPIN LANE APT. 2103 CORAL SPRINGS, FL. 33067

ARTICLE III

The purposes for which the corporation is organized are:

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

ARTICLE IV

The manner in which the directors are elected or appointed is as follows:

THE INCORPORATORS WILL APPOINT THEMSELVES AS DIRECTORS AND FUTURE DIRECTORS WILL BE APPOINTED BY THE PRESIDENT.

ARTICLE V

LIMITATION OF POWERS. There will be no specific limitation of powers. The corporation shall have the same powers as an individual to do all things necessary or convenient to carry on business affairs, subject to limitations or restrictions imposed by applicable law or these articles of incorporation.

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ARTICLE VI

The number of shares that MARCELO'S CORP. is authorized to issue is 1000 of \$1.00 par value. The President may authorize the issuance of shares at any time, upon advisement from the board of directors or treasurer, subject to restrictions or limitations, if any, as may be set forth in the by-laws of the corporation.

ARTICLE VII

The Initial Registered agent and address is: LUIZ MARCELO CEPINHO
3742 TERRAPIN LANE
APT. 2103
CORAL SPRINGS, FL. 33067

ARTICLE VIII

The name and address of incorporators: LUIZ MARCELO CEPINHO PRESIDENT

of 3742 TERRAPIN LANE
APT 2103
CORAL SPRINGS, FL. 33067

ARTICLE IX

BY LAWS The Board of Directors of the corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By Laws of the corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board Of Directors at the time of such action, shall be necessary to take any action for the making, alteration, amendment or repeal of the By Laws.

ARTICLE X

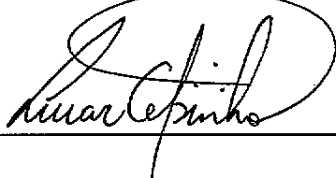
AMENDMENTS

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 maner 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 provision.

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The undersigned incorporator has executed these Articles Of Incorporation this 17th day of APRIL, 2002.

Signature of Incorporator:

A handwritten signature in cursive script, appearing to read "Luiz Marcelo Cepinho", written over a horizontal line.

LUIZ MARCELO CEPINHO

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: MARCELO'S CORP.

2. The name and address of the registered agent and office is:

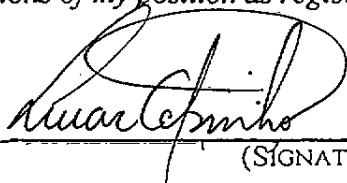
LUIZ MARCELO CEPINHO
(NAME)

3742 TERRAPIN LANE APT 2103
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

CORAL SPRINGS, FL 33067
(CITY/STATE/ZIP)

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Having been named 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.


(SIGNATURE)

04-16-02
(DATE)