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**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****EUROGRES WHOLESALE CORPORATION**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF  
EUROGRES WHOLESALE CORPORATION

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ARTICLE I - NAME

The name of this corporation is: EUROGRES WHOLESALE CORPORATION, with the principal place of business located at: 2127 BRICKELL AVE. STE 1506, MIAMI, FL. 33129.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the Registered Office of this corporation is: 2127 BRICKELL AVE. STE 1506, MIAMI, FL. 33129.

The name of the initial Registered Agent of this corporation is: ANGELA PODOLLA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initials directors of this corporation are:

ANGELA PODOLLA, 2127 BRICKELL AVE. STE 1506, MIAMI, FL. 33129.

GLORIA E. MELO-ULLOA, 2127 BRICKELL AVE. STE 1506, MIAMI, FL. 33129.

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

ANGELA PODOLLA 2127 BRICKELL AVE. STE 1506, MIAMI, FL. 33129.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

ARTICLE X - BY LAWS

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_\_ Day of JUNE of 2002.

Angela Podolla  
ANGELA PODOLLA Incorporator.

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LAZARUS CORPORATION

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CERTIFICATE DESIGNATING THE ADDRESS AND AN

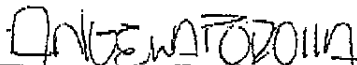
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That EUROGRES WHOLESALE CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed Ms. ANGELA PODOLLA as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of EUROGRES WHOLESALE CORPORATION, to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this \_\_\_\_ Day of JUNE of 2002.



ANGELA PODOLLA Registered Agent.

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