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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

s m g usa corp.

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ARTICLES OF INCORPORATION  
OF  
S M G USA Corp.

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:

S M G USA Corp.

ARTICLE II.  
NATURE OF CORPORATE BUSINESS

This Corporation is organized for any legal purposes whatsoever and any business permitted under the laws of the United States and under the laws of the State of Florida, including any participation in the capital of any business, venture, partnership, be they in the United States or abroad.

ARTICLE III.  
CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Sofia Powell-Cosio-Esq.  
c/o Sofia Powell-Cosio, P.A.  
1390 Brickell Avenue-Suite 200  
Miami, Florida 33131

This Instrument Prepared By:  
Sofia Powell-Cosio, Esq.  
Sofia Powell-Cosio, P.A.  
1390 Brickell Avenue, Suite 200  
Miami, Florida 33131  
305) 579-9988  
Florida Bar No. 867942

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ARTICLE V.  
BOARD OF DIRECTORS

The number of Directors may be amended from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than One (1) Director at any time.

ARTICLE VI.  
INITIAL DIRECTORS

The name and post office address of the initial Directors of this Corporation is as follows:

Name	Title	Address
Sergio Atilio Supertino	Director	1390 Brickell Avenue Suite 200 Miami, FL 33131
Gabriela Norma Nasif	Director	1390 Brickell Avenue Suite 200 Miami, FL 33131

ARTICLE VII  
INITIAL OFFICERS

The name and post office address of the initial Officers of this corporation is as follows:

Name	Title	Address
Sergio Atilio Supertino	Pres/Sec.	1390 Brickell Avenue Suite 200 Miami, FL 33131
Gabriela Norma Nasif	Vice-Pres.	1390 Brickell Avenue Suite 200 Miami, FL 33131

ARTICLE VIII.  
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Sofia Powell-Cosio P.A.	1390 Brickell Avenue Suite 200 Miami, FL 33131

ARTICLE IX.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal mailing address of the Corporation is as follows:

c/o Sofia Powell-Cosio  
1390 Brickell Avenue-Suite 200  
Miami, FL 33131

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE X.  
EXISTANCE OF CORPORATION

The Corporation is to exist perpetually.

ARTICLE XI.  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII.  
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Sofia Powell-Cosio  
Sofia Powell-Cosio, Esq.

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE }

BE IT ACKNOWLEDGED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Sofia Powell-Cosio personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 15 day of June 2001.

Louise B. Ginn  
NOTARY PUBLIC

DATE COMMISSION EXPIRES



Louise B. Ginn  
My Commission DD087883  
Expires June 26, 2006

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - S M G USA Corp. DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS  
AT CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS  
NAMED Sofia Powell-Cosio, Esq., of Sofia Powell-Cosio, P.A. - 1390  
Brickell Avenue-Suite 200 - MIAMI-DADE COUNTY, STATE OF FLORIDA,  
33131, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE:

Sofia Powell-Cosio  
Sofia Powell-Cosio, Esq.

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as  
Initial Registered Agent and agrees to comply with the provisions  
of law applicable to said designation.

Sofia Powell-Cosio  
Sofia Powell-Cosio, Esq.  
Sofia Powell-Cosio, P.A.  
1390 Brickell Avenue-Suite 200  
Miami, Florida 33131

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