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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. MARCELL INVESTMENTS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2.00

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Photocopy

Certified Copy

Certificate of Status

RECEIVED
02 JUL -5 PM 12: 04
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

2002 JUL -5 PM 2: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement

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-07/05/02-01065-004
*****78.75 *****78.75

ARTICLES OF INCORPORATION
OF

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2002 JUL -5 PM 2:14

MARCELL INVESTMENTS, INC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATION NAME

The corporation's name shall be: MARCELL INVESTMENTS, INC

ARTICLE II
DURATION

This corporation shall exist perpetually unless dissolved according to Florida laws.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of engaging in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue One hundred (100) shares of Five (\$ 5.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V
PLACE OF BUSINESS

The principal place of business of said corporation shall be:

8756 SW 8th Street

Miami FL 33174

ARTICLE VI
NUMBER OF DIRECTORS

The number of Directors of this corporation, shall be no less than one (1) nor more than fifteen (15).

ARTICLE VII

BOARD OF DIRECTORS

The name and addresses of the first Board of Directors of this Corporation who shall hold office initially, are as follow:

NAME: MARCELL BETANCOURT
ADDRESS: 13237 SW 10 Lane
CITY: Miami STATE: FL Z.C.: 33184

NAME: MIGUEL BETANCOURT
ADDRESS: 13237 SW 10 Lane
CITY: Miami STATE: FL Z.C.: 33184

NAME: _____
ADDRESS: _____
CITY: _____ STATE: _____ Z.C.: _____

ARTICLE VIII

INCORPORATORS

The name and addresses of the incorporators signing these Articles of the incorporation, are as follow:

NAME: MARCELL BETANCOURT TITLE: PRESIDENT
ADDRESS: 13237 SW 10 Lane
CITY: Miami STATE: FL Z.C.: 33184

NAME: MIGUEL BETANCOURT TITLE: Vice-President
ADDRESS: 13237 SW 10 Lane
CITY: Miami STATE: FL Z.C.: 33184

NAME: _____
ADDRESS: _____
CITY: _____ STATE: _____ Z.C.: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 2nd day of July of 2002

Marcell Betancourt (Seal) _____ (Seal)
Miguel Betancourt (Seal) _____ (Seal)
_____ (Seal) _____ (Seal)

STATE OF FLORIDA)
)
COUNTY OF MIAMI DADE)

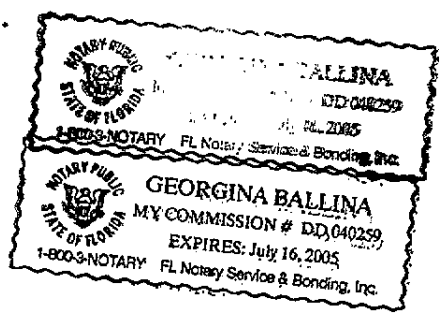
Before me, a Notary Public authorized to take acknowledgement in the State and County set for above, personally appeared:

MARCELL BETANCOURT AND MIGUEL BETANCOURT

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and county aforesaid, this 2nd day of July of 2002.

Georgina Ballina
Notary Public
State of Florida at large



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CERTIFICATE OF REGISTERED AGENT
OF

2002 JUL -5 PM 2: 14

MARCELL INVESTMENTS, INC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That MARCELL INVESTMENTS, INC desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at city of Miami, County of Miami-Dade State of Florida, has named:

To: MARCELL BETANCOURT

Located at: 13237 SW 10 Lane

City of: Miami County of: Miami-Dade

State of Florida.

at its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position. I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Marcell Betancourt
Registered Agent