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TRANSMITTAL LETTER

08/30/02

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

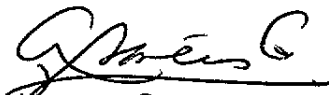
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*****78.75 *****78.75

Subject: M. G. PROMOTIONS, CORP.

Dear Sir or Madam:

Enclosed please find two originals of articles of incorporation and a check in the amount of \$78.75 for filing fee and Certificate.

Thank you,


Augusto Santiago
For Marco A. Gordillo

Miami, Florida
Tel. (305) 373-2224
Fax (305) 373-2228

1301 NW 84 Ave
Suite 101
MIAMI, FL 33126

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02 SEP -4 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
M. G. PROMOTIONS, CORP.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be "M. G. PROMOTIONS, CORP."

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE
AND
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

M. G. PROMOTIONS, CORP.
7311 NW 12 St.
Suite 13
Miami, FL 33126

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$0.01 (One cent of dollar).

The ownership of the shares of stock is as follows:

Name of Stockholder:	Marco A. Gordillo
Address of the Stockholder:	Calle Uno # 119 Monterrico Chico, Surco Lima, Peru SOUTH AMERICA.
Number of Shares:	100.

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ARTICLE IV – STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or without the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder(s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owning a majority of the stock entitled to vote as such meeting.

ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Augusto Santiago
3101 NW 84th Ave, Suite 101
Miami, FL 33126

ARTICLE VI – DIRECTORS

The Corporation shall have one director. Incorporator has appointed:

Marco A. Gordillo as Executive-Director.

The "Executive-Director" manages the business in a daily basis manner, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the corporation.

"Executive-Director", represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and

notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by the "Executive-Director".

ARTICLE VII - DESIGNATED OFFICERS

The Officer(s) of the corporation is (are):

Marco A. Gordillo, President, Vice-President, Treasurer, Secretary.

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE VIII - INCORPORATOR

The incorporator is:

Marco A. Gordillo, Incorporator and sole owner,

Incorporator: 
Marco A. Gordillo

Date: 08/26/02

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT: Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate 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.

Registered Agent: 

Augusto Santiago

Date: 08/26/02