

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : PRATS, FERNANDEZ & CO.
Account Number : I19980000078
Phone : (305) 444-8333
Fax Number : (305) 444-8334

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

INTERAMERICAN MERCHANDISING GROUP, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 08 |
| Estimated Charge | |

SMITH SEP 16 2002

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CERTIFICATE OF INCORPORATION
OF

INTERAMERICAN MERCHANDISING GROUP, INC

The undersigned hereby subscribes this certificate of Incorporation
for the purpose of forming a corporation under the laws of the
State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be

INTERAMERICAN MERCHANDISING GROUP, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted
under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock, which the corporation will
have outstanding at any time shall be 500.00 shares of common stock
at \$ 1.00 par value . All or any part of the capital stock may
be paid for either in lawful monies of the United States of America,
or in services, at a true valuation thereof.

Preparer's Name: Francisco J. Fernandez
2121 Ponce de Leon Blvd. # 240
Coral Gables, FL 33134.
Phone: 305-444-8333

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ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 2121 Ponce de Leon Blvd., Suite #240, Coral Gables, Fl. 33134

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

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ARTICLE EIGHT

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until the successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Jaime Duque
Director

Veronica Duque
Director

2121 Ponce de Leon Blvd. Suite #240
Coral Gables, Fl. 33134

ARTICLE NINE

The names and post office address of the officers of this corporation are:

Jaime Duque
President

Veronica Duque
Secretary & Treasurer

2121 Ponce de Leon Blvd. Suite #240
Coral Gables, Fl. 33134

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ARTICLE TEN

The name and post office address of the subscriber to these Articles of Incorporation is:

Francisco J. Fernandez
2121 Ponce de Leon Blvd. # 240
Coral Gables, FL 33134.

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole shall have been paid.

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ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats with offices located at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this 13th day of September of 2002.



Francisco J. Fernandez

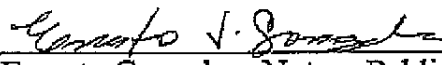
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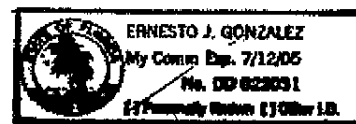
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STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me, executed the foregoing Certificate of Incorporation of **INTERAMERICAN MERCHANDISING GROUP, INC.** for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this 13th day of September of 2002.


Ernesto Gonzalez -Notary Public-
State of Florida at large-



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said **INTERAMERICAN MERCHANDISING GROUP, INC** authorizing to organize under the laws of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **Gabriel Prats** with offices at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Gabriel Prats

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