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Division of Corporations

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

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA PROFIT CORPORATION OR P.A.

ML INVESTMENTS GROUP III CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 045 |
| Estimated Charge | \$70.00 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ML INVESTMENTS GROUP III CORP.

The undersigned incorporator(s) and subscriber(s) to these Articles of Incorporation adopts these articles to form a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I. NAME

1. The name of the corporation shall be ML INVESTMENTS GROUP III CORP.

ARTICLE II. PRINCIPAL OFFICE

2. The initial principal office and mailing address of this corporation is 185 SE 14th Terrace, Unit 2907, Miami, Florida 33131, in Miami-Dade County, Florida.

ARTICLE III. PURPOSE

3. The corporation is formed to operate businesses, to own property of any kind, to invest in property of any kind, to import and/or export property of any kind, to borrow and/or lend money, and to transact any lawful business for which corporations may be incorporated under the laws of the state of Florida, and to have all other powers provided by the laws of the state of Florida.

ARTICLE IV. TERM OF EXISTENCE

4. The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

5. The capital stock of the corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

6. The address of the initial registered office of this corporation is 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134, in Miami-Dade County, Florida. The name of the initial registered agent at that address shall be FERNANDO J. PORTUONDO, ESQ.

Fernando J. Portuondo, Esq.
2121 Ponce De Leon Blvd.
Suite 600
Coral Gables, FL 33134
Fl. Bar No.: 062983

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ARTICLE VII. BOARD OF DIRECTORS

7. The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The names and addresses of the members of the first Board of Directors are:

| <u>NAME</u> | <u>OFFICE</u> | <u>POST OFFICE ADDRESS</u> |
|-----------------|---------------|---|
| Maria Londono | Director | 185 SE 14 Terrace Unit 2907 Miami, FL 33131 |
| Carlos Calderon | Director | 185 SE 14 Terrace Unit 2907 Miami, FL 33131 |

ARTICLE VIII. INCORPORATOR(S) AND SUBSCRIBER(S)

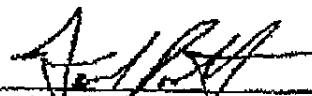
8. The name(s) and address of the person(s) signing these articles of incorporation as incorporator(s) and subscriber(s), the number of shares he/she agrees to take, and the consideration thereof, the proceeds of which will amount to at least one thousand dollars (\$1,000.00), is as follows:

| <u>NAME</u> | <u>NO. OF SHARES</u> | <u>CONSIDERATION</u> |
|--|----------------------|----------------------|
| FERNANDO J. PORTUONDO 2121 Ponce De Leon Blvd. Suite 500 Coral Gables, FL 33134 | 1,000 | \$1,000.00 |

ARTICLE IX. AMENDMENT

9. The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) and subscriber(s) executed these Articles of Incorporation on November 6, 2002.


 FERNANDO J. PORTUONDO,
 Incorporator.

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ASSIGNMENT OF INCORPORATOR'S
INCORPORATION SUBSCRIPTION

I HEREBY assign to Carlos Calderon and Maria Londono, husband and wife, all my right, title and interest as Subscriber to the capital stock of ML INVESTMENTS GROUP III CORP., a corporation organized under the laws of the State of Florida, to the extent of 1,000 shares of the capital stock of said corporation.

EXECUTED on November 6, 2002.


FERNANDO Y. PORTUONDO

#02000222936

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

In compliance with section 607.0501, Florida Statutes, the following is submitted:

ML INVESTMENTS GROUP III CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named FERNANDO J. PORTUONDO, located at 2121 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134, in Miami-Dade County, Florida, as its Registered Agent to accept Service of Process within this State.

Dated: November 6, 2002.


FERNANDO J. PORTUONDO, Incorporator.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 6, 2002.


FERNANDO J. PORTUONDO, Registered Agent.

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