

P03000014022

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000043422 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB -5 AM 8:14

FLORIDA PROFIT CORPORATION OR P.A.
M & R USA GROUP CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

F. 01-200-0000 FEB. 6

ARTICLES OF INCORPORATION

OF

M & R USA GROUP CORP.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation:

ARTICULO I NAME

The name of the corporation shall be:

M & R USA GROUP CORP.

ARTICLE II PRINCIPAL OFFICE

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

4530 N.W. 79 Ave, Suite 2-C, Miami, FL 33166

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**ONE THOUSAND SHARES OF COMMON
STOCK AT ONE DOLLAR PER VALUE.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB -5 AM 8:14

ARTICLE IV NATURE OF BUSINESS

The company will dedicate all of the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

SERGIO I. MAZZOTTI
4530 N.W. 79 Ave, Suite 2-C
Miami, FL 33166

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) executing these Articles of Incorporation are:

CARLOS M. SORIANO
4530 N.W. 79 Ave, Suite 2-C
Miami, FL 33166

ARTICLE VII OFFICERS & DIRECTORS

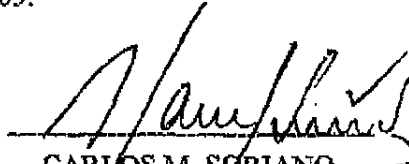
The name(s) and street address(es) of the Board of Director(s) for this corporation are:

CARLOS M. SORIANO
4530 N.W. 79 Ave, Suite 2-C
Miami, FL 33166

MIGUEL A. RODRIGUEZ
4530 N.W. 79 Ave, Suite 2-C
Miami, FL 33166

B03000043422 2

The undersigned incorporator (s) has have executed these Articles of Incorporation this 03
DAY OF FEBRUARY 2003.


CARLOS M. SORIANO
INCORPORATOR

B03000043422 2

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **M & R USA GROUP CORP.**

2. The name and address of the registered agent and office is:

SERGIO I MAZZOTTI
4530 N.W. 79 Ave, Suite 2-C
Miami, FL 33166

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB -5 AM 8:14

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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.


Signature, **SERGIO I MAZZOTTI**

FEBRUARY 03, 2003
(Date)