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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002333
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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**FLORIDA PROFIT CORPORATION OR P.A.
MARICEL USA, INC.**

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

ARTICLES OF INCORPORATION

OF

MARICEL USA, Inc.

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

ARTICLE I

NAME

The name of this corporation shall be:

MARICEL USA, Inc.

The principal place of business of this corporation

The address of the principal office of this corporation shall be: 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

M.A. MARTIN & ASSOCIATES, P.A.
848 Brickell Avenue, Suite 830
Miami, FL 33131

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ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Miguel A. Martin, Esq.

ARTICLE V
EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI
DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have One Director, the name and address of the initial Director is:

Miguel A. Martin

848 Brickell Avenue
Suite 830
Miami, Florida 33131

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ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Miguel A. Martin, from M.A. Martin & Associates, P.A., 848 Brickell Avenue, Suite 830,
Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 31st day of
March, 2003.

By:


Miguel A. Martin, Esq.

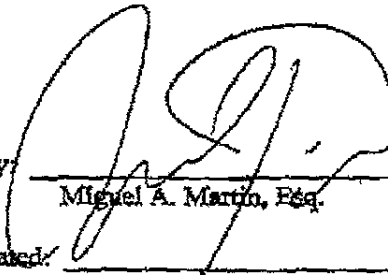
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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.

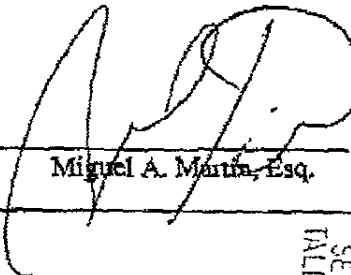
- 1 The name of the Corporation: **MARICEL USA, Inc.**
- 2 The name and address of the registered agent and office is:

Miguel A. Martin, Esq.
848 Brickell Avenue
Suite 830
Miami, Florida 33131

By: 
Miguel A. Martin, Esq.

Dated: _____

Having been named to accept service of process of the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

By: 
Miguel A. Martin, Esq.

Dated: _____

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