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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

MARCELO GROUP, CORP.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H04000073005))) **ARTICLES OF INCORPORATION**

 OF

 MARCELO GROUP, CORP.

The undersigned acting as subscriber(s) of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such Corporation.

Article I

The name of the Corporation is **MARCELO GROUP, CORP.**

Article II

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the Law of the United States and the State of Florida.

Article III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of Common Stock, and which common stock shall be of no par value; all stock is to be issued as fully paid and exempt from assessment.

Article IV

The capital with which the corporation shall begin business is not less than \$ 100.00 (One Hundred dollars).

Article V

The period of duration of the corporation is perpetual.

Article VI

The initial post office address and principal office of the corporation in the State of Florida, shall be at 175 Fontainebleau Blvd., Miami Florida 33172.
The Board of Directors may from time to time move the principal offices to another address within the State of Florida.

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Article VII

The registered agent and the registered address of this corporation are: Mariano Marcelo, 149 east Apt 411, Hialeah, Fl 33110.

Article VIII

The number of directors constituting the initial Board of Directors, consists of not less than One (1) nor more than Five (5).

Article IX

The name and post office addresses of the members of the first Board of Directors and slate of Corporate officers are as follows:

NAME	ADDRESS	OFFICER
Mariano Marcelo	149 east Apt 411, Hialeah, Fl 33110.	President
Luis Marcelo	4556 NW 98 th Ave, Miami, Fl 33178	V-P
Douglas Noguera	7400 West 20 th Ave, Hialeah, Fl 33016	Secretary
William Marcenco	3710 NW 23 Ave, Hialeah, Fl 33142	Treasury


Article X

The name and post office address of the person subscribed to these Articles of Incorporation are the same of the above four (4) officers listed above.

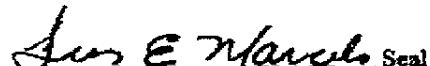
Article XI

No stockholders of the corporation shall be permitted to sell or offer for sale his/her shares of the stock in the corporation without first offering said shares for sale to all other stockholders of the corporation, at their book value.

In witness whereof, we the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this April 6, 2004


Mariano Marcelo Seal
Subscribed


Douglas Noguera Seal
Subscribed


Luis Marcelo Seal
Subscribed


William Marcenco Seal
Subscribed

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

IN PURSUANCE OF CHAPTER 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST — That **MARCELO GROUP, CORP.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City Hialeah, names Mariano Marcelo; Luis Marcelo; Douglas Noguera and William Marengo, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above said corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MARIANO MARCELO
APRIL 6, 2004


LUIS MARCELO
APRIL 6, 2004


DOUGLAS NOGUERA
APRIL 6, 2004


WILLIAM MARENGO
APRIL 6, 2004

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