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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

SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

MPF USA-1, INC.

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ARTICLES OF INCORPORATION

OF

MPF USA-1, INC.

2004 JUN -9 A 11: DT SECRETARY OF STATE TALLAMASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be MPF USA-1, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 307 Poinciana Island Drive, Sunny Isles Beach, PL 33160.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: PURPOSE OF CORPORATION

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

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Miron Prakhin, 307 Poinciana Island Drive, Sunny Isles Beach, FL 33160.

ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

(P, T)
Miron Prakhin
307 Poincians Island Drive
Sunny Isles Beach, FL 33160

(VP, S) Marat Yaroshevsky 307 Poinciana Island Drive Sunny Isles Beach, FL 33160

The undersigned incorporators have executed these Articles of Incorporation this 9th day of June, 2004.

Miron Prakhin

Marat Yaroshevsky

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is MPF USA-1, INC.
- 2. The name and address of the registered agent and office is:

Miron Prakhin 307 Poincians Island Drive Sunny Isles Beach, FL 33160 COUNTING OF STATE OF STATE OF STATE

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 statues 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.

Miron Prakhin

June 0 2004