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RAFFERTY, HART, STOLZENBERG, GELLES & TENENHOLTZ, P.A.

Page 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

MIKE VICTOR USA CORP.

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**ARTICLES OF INCORPORATION
OF
MIKE VICTOR USA CORP.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and the principal place of business and mailing address of this Corporation shall be:

MIKE VICTOR USA CORP.

2332 Galliano Street, Suite 101
Coral Gables, Florida 33134

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Rafferty, Hart, Stolzenberg, Gelles & Tenenholtz, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Keith H. Stolzenberg, Esq.

ARTICLE VI**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the initial member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Marcos Valero	2332 Galliano Street, Suite 101 Coral Gables, Florida 33134

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Keith H. Stolzenberg, Esq.	1401 Brickell Avenue, Suite 825 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 11th day of June, 2004.



Keith H. Stolzenberg, Esq., Incorporator

H04000124401 3

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, MIKE VICTOR USA CORP. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1401 Brickell Avenue, Suite 825, Miami, Florida 33131, has named Keith H. Stolzenberg, Esq. located thereat as its registered agent to accept service of process within this state.

By: 

Keith H. Stolzenberg, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: Keith H. Stolzenberg, Esq.
Registered Agent

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