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(Requestor's Name)

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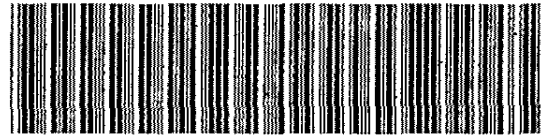
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: MC FOUNDATION, INC.
(PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF ARTICLES OF
INCORPORATION AND CHECK FOR:

_____ \$70.00 FILING FEE
_____ \$78.75 FILING FEE & CERTIFICATE OF STATUS ADDITIONAL
COPY REQUESTED
 X \$78.75 FILING FEE & CERTIFIED COPY
_____ \$87.50 FILING FEE, CERTIFIED COPY & CERTIFICATE OF
STATUS

FROM: MARTA CARDONA
C/O MC TAX-ACCOUNTANTS, INC.
7700 CONGRESS AVENUE, STE 1106
BOCA RATON, FL 33487

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF ARTICLES

ARTICLES OF INCORPORATION
OF

MC FOUNDATION, INC.

The undersigned subscriber, a natural person competent to contract, hereby associate together to form a corporation under the Laws of the State of Florida, Chapter 607, and subject to the following provisions:

ARTICLE I -- NAME

The name of the corporation shall be: **MC FOUNDATION, INC.**

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation, or the date of execution and acknowledgement of the Articles.

ARTICLE III -- PURPOSE

This corporation is organized for the [purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell transfer, or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and foany other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.
- l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.
- m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

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ARTICLE IV – CAPITAL STOCK

The maximum number of shares of stock which the corporation shall have outstanding at any one time shall be **1,000** shares of common stock at one dollar (\$1.00) par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at true valuation as of the time of the exchange for stock fixed by the board of Directors of this corporation.

ARTICLE V—INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

**MARTA CARDONA
4881 S. CITATION DR. APT. 101
DELRAY BEACH, FL. 33445**

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have **THREE (3)** director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws, but shall never be less than one (1).

The names and addresses of the directors of this corporation are:

MARTA CARDONA	4881 S. CITATION DR. APT. 101 DELRAY BEACH, FL. 33445
HELLEN CHACIN	CIRCUNVALACION #2, CALLE 60A URB. VALLE ALTO, #95A-1-55 MARACAIBO, VENEZUELA
GUSTAVO JIMENEZ	URB. EL PILARCITO, AVE. 13 #58C115 MARACAIBO, VENEZUELA

ARTICLE VII – INCORPORATOR

The name and addresses of each person signing these Articles of Incorporation as subscriber is:

MARTA CARDONA	4881 S. CITATION DR., APT. 101 DELRAY BEACH, FL. 33445
HELLEN CHACIN	CIRCUNVALACION #2, CALLE 60A URB. VALLE ALTO, #95A-1-55 MARACAIBO, VENEZUELA
GUSTAVO JIMENEZ	URB. EL PILARCITO, AVE. 13 #58C115 MARACAIBO, VENEZUELA

ARTICLE VIII – PREEMPTIVE RIGHTS

In the event of an issue of non- issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or her right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non- issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within fifteen (15) days after such notice.

ARTICLE IX – AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

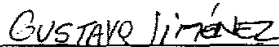
IN WITNESS WHEREOF, the undersigned, being each of the original subscribers to the capital stock do make and file these Articles of Incorporation for the purpose expressed, hereby declaring and certifying that the facts herein stated are true and hereunto set our hands and seals, this day **27TH** of **OCTOBER 2004**



MARTA CARDONA



HELLEN CHACIN



GUSTAVO JIMENEZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.901 of the Florida Statutes, the following is submitted in
compliance with said Act:

FIRST. That the **MC FOUNDATION, INC.** desiring to organize under the laws
of the State of Florida, with its principal office as indicated at Article V of the written
Articles of Incorporation, at the following address:

**4881 S. CITATION DR. APT. 101
DELRAY BEACH. FL. 33445**

has named: **MARTA CARDONA**
located at: **4881 S. CITATION DR. APT. 101
DELRAY BEACH, FL. 33445**

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TALLAHASSEE, FLORIDA

as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT:

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

By 
MARTA CARDONA