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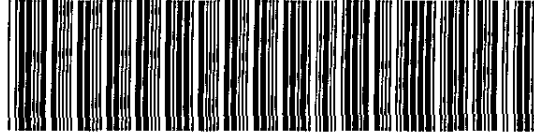
(Business Entity Name)

(Document Number)

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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
DEPARTMENT OF REVENUE

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**LAZARUS CORPORATE FILING SERVICE**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MERCHANDISE INVESTMENT ENTERPRISE,  
(Corporation Name) (Document #) INC.
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF REVENUE  
 CORPORATION DIVISION  
 1000 BANKERS BUILDING  
 MIAMI, FLORIDA 33132

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF**

MERCHANDISE INVESTMENT ENTERPRISE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**Article I – Name**

The name of the corporation is: MERCHANDISE INVESTMENT ENTERPRISE, INC.

**Article II – Nature of Business**

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity any business or trade deemed legal in the State of Florida.

**Article III – Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$ 35.00

**Article IV – Initial Capital**

The amount of the capital with which this corporation shall begin business is \$ 3,500.00

**Article V – Term of Existence**

This corporation shall have perpetual existence.

**Article VI – Address**

The initial street address of the principal office of this corporation is to be at: 13715 SW 66 ST #203, Miami, FL. 33183

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

STATE OF FLORIDA  
COUNTY OF MIAMI  
JUL 11 11:30

**Article VII – Registered Agent**

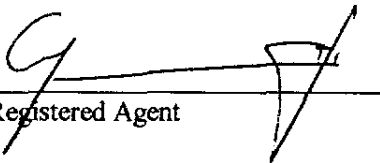
In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That, MERCHANDISE INVESTMENT ENTERPRISE, INC, 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 of Miami County of Dade, has named:

MARIBEL MONTERO.  
as its agent to accept service of process within this State at: 13715 SW 66 ST #203  
MIAMI, FL. 33183

**Acknowledgement**

Having been named to accept service of process for the above stated 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.

  
Registered Agent

**Article VIII – Directors**

The corporation shall have 2 director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

**Article IX – Initial Directors**

The names and address of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

MARIBEL J. MONTERO / v-President / 13715 SW 66 ST #203 Miami, FL. 33183  
EDENIS AVILA / President / 13715 SW 66 ST #203, Miami, FL. 33183

**Article X – Incorporator**

The names and street address of the incorporations to these Articles of Incorporation is:

MARIBEL J. MONTERO / 13715 SW 66 ST #203, Miami, FL. 33183  
EDENIS AVILA / 13715 SW 66 ST #203, Miami, FL. 33183

**Article XI – Effective Date**

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

**Article XII – Amendment**

These Articles of Incorporation may be amended in the manner provided 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, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**Article XIII – Amendment**

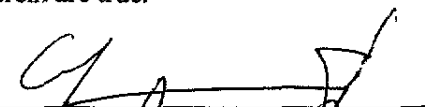
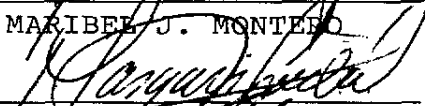
This corporation reserves this right to amend, alter, change or repeal any provisions contained in these articles of Incorporation in the manner now or hereafter prescribed By laws and all rights conferred an stockholders are granted subject to this reservation.

**Article – Fourteen**

The provision of this Chapter, and each and every articles and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this corporation, shall be a party. Each person associated and/or corporation dealing with this corporation is charge with notice and knowledge of this corporation.

In WITNESS THEREOF, the undersigned subscribers do make subscriber acknowledge, for the purpose of forming this Corporation under the laws of the Sate of Florida and we hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts therein are true.

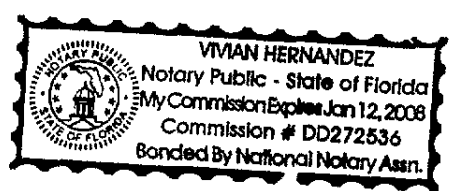
DATE 1/20/05

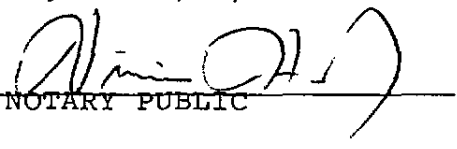
  
MARIBEL J. MONTERO  
  
EDENIS AVILA

STATE OF FLORIDA)  
COUNTY OF DADE ) SS.

Before me the undersigned authority, personally appeared before me  
MARIBEL J. MONTERO ,to me well know to be  
the persons described in and who executed and subscribed to the foregoing articles of  
Incorporation, and acknowledge that executed the same for the purpose therein expressed.

WITNESS my hand and official seal this day of: 1/20/05



  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF DADE  
JAN 20 2005