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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

m & d advertising and design of south florida, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(10)

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION FOR

M & D ADVERTISING AND DESIGN OF SOUTH FLORIDA, INC.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

M & D ADVERTISING AND DESIGN OF SOUTH FLORIDA, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States of America.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$10.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one Thousand (\$1000.00) dollars,

*Prepared by: Juan Carlos Rodriguez
Vares Inc.*

*1688 Coral Way
Miami FL 33145*

Tel: 305-285-8868 Fax: 305-285-6886

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ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be:

**18998 SW 33RD COURT
MIRAMAR, FLORIDA 33029**

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:

**FRANCIS DE LA PAZ
18998 SW 33RD COURT
MIRAMAR, FLORIDA 33029**

PRESIDENT/ SECRETARY

**GUSTAVO MARTINEZ
18998 SW 33RD COURT
MIRAMAR, FLORIDA 33029**

VICE - PRESIDENT

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

ARTICLE VIII

The names and post office addresses of each shareholder to the Certificate of Incorporation slash incorporator are as follows:

<i>SLASH-INCORPORATE SHAREHOLDERS</i>	<i>% OF SHARES</i>
<i>FRANCIS DE LA PAZ 18998 SW 33RD COURT MIRAMAR, FLORIDA 33029</i>	<i>50%</i>
<i>GUSTAVO MARTINEZ 18998 SW 33RD COURT MIRAMAR, FLORIDA 33029</i>	<i>50%</i>

ARTICLE IX

The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized und expressly conferred by Statute.

The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

I, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 21st day of April of the year 2005


FRANCIS DE LA PAZ
PRESIDENT


STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

FRANCIS DE LA PAZ

Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 21st day of April of the year 2005.


FAUSTINO JOSE RODRIGUEZ
Notary Public,
State of Florida at Large



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TALLAHASSEE FLORIDA

**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: M & D ADVERTISING AND DESIGN OF SOUTH FLORIDA, INC.

***Is qualified to do business under the laws of the State of Florida, with its
REGISTERED OFFICE at:***


***18998 SW 33RD COURT
MIRAMAR, FL 33029***

And has appointed: FRANCIS DE LA PAZ

as it's agent to accept services of process within the State.

ACKNOWLEDGMENT

***Having been named as Registered Agent to accept service of process for the above stated
Corporation at the place designated in the Certificate. I hereby accept to act in this
capacity and agree to comply with the provisions of said Act relative to keeping office
said office.***


FRANCIS DE LA PAZ, Registered Agent

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