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**FLORIDA PROFTT CORPORATION OR P.A.**

**M&D WAREHOUSE OUTLET INC**

Certificate of Status	0
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF

2005 JUN 20 A 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**M&D WAREHOUSE OUTLET Inc**

The undersigned Incorporates, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be *M&D Warehouse Outlet Inc*

ARTICLE II- MAILING ADDRESS , REGISTERED OFFICE AND  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*12139 SW 131 Avenue  
Miami, FL 33186*

ARTICLE III - SHARES

The number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:  
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

The ownership of the shares of stock is as follows:

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Name of Stockholder: *Carlos R BASTIDAS*  
Address: *12139 SW 139 Avenue*  
*Miami, FL 33186*

Number of Shares: *50*

Name of Stockholder: *Mirna Y CASTRO*  
Address: *11282 SW 156 PL*  
*Miami, FL 33196*

Number of Shares: *50*

ARTICLE IV - STOCKHOLDERS

1. PLACE OF MEETING

Meetings of stockholder(s) shall be held on the principal office of the corporation or at such place within or within the State of Florida, as the board shall authorize.

2. ANNUAL MEETING

The annual meeting of stockholder (s) shall be held on December, as the board shall call.

3. SPECIAL MEETINGS

The board may call special meetings of the stockholder(s) or by the President or at the request of stockholder(s) owing a majority of the stock entitled to vote as such meeting.

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ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

*Mirna Y CASTRO  
11282 SW 156 PL  
Miami, FL 33196*

ARTICLE VI - DIRECTORS

The Corporation shall have one director. Incorporator have appointed:

Ms Mirna Y Castro, as Executive Director  
Mr Carlos R Bastida, as Director

The "Executive-Director" manages the business in a daily basis manager, and reports to the Assembly of Stockholder(s), the President, Vice-President and Treasurer of the Corporation.

In case of absence of the Executive-Director, the Operations-Director or the Finance -Director will take the Executive-Director's position, holding the same duties. Either, the Operations-Director or the Finance-Director are authorized to use the title of "Director".

Finance -Director, represents the corporation and are full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account (s)

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shall be made in the name of the corporation, and signed by the Finance -Director.

ARTICLE VII- DESIGNATED OFFICERS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

PRESIDENT:

*Mirna Y CASTO M.C.*  
11282 SW 156 PL  
Miami, FL 33196

DIRECTOR:

*Carlos R BASTIDAS C.R.B.*  
12139 SW 139 Avenue  
Miami, FL 33186

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account (s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All draft, checks, and notes of the corporation payable on said account (s) shall be made in the corporation, and signed by any of them.

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ARTICLE VIII: INCORPORATOR

The incorporator is Ms Mirna Y CASTRO  
11282 SW 156 PL  
Miami, FL 33196

IN WITNESS WHEREOF, the undersigned incorporates has executed these  
Articles of Incorporation this 20 day of June, 2005.

Incorporator:   
Ms Mirna Y CASTRO

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the  
undersigned corporation, organized under the laws of the State of Florida,  
submits the following statement in designation the registered office/registered  
agent, in the State of Florida.

The name of the Corporation is:

*M&D Warehouse Outlet Inc*

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The name and address of the registered agent is:

Ms Mirna Y CASTRO

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Registered Agent:

*Mirna Castro*

Date: *06/20/05*

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