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J. Shivers AUG 15 2005.



BENINCASA & KENNEDY, P.A.

1946 16th Avenue, Vero Beach, Florida 32960-3511 Phone: (772) 299-4511 ~ Fax: (772) 299-4480 E-mail: imlaw**#**belisouth.net

August 4, 2005

Department of State Division of Corporations P.O Box 6327 Tallahassee, FL 32314

RE: NGX Group USA, Inc.
Articles of Incorporation

Dear Sir / Madam,

Enclosed please find the Transmittal Letter, the Articles of Incorporation, original and a copy, and a check in the amount of \$78.75 for the filing of said articles.

Please provide us with the original and a certified copy of the Articles of Incorporation.

Very Truly Yours,

oseph Gallucci

Denincasa & Kennedy P.A.

Enclosures (3)

TRANSMITTAL LETTER

Department of State **Division of Corporations** PO Box 6327 Tallahassee, FL 32314

SUBJECT: NGX Group USA, Inc.

(Proposed Corporate Name)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00

\$78.00

X \$78.75

\$87.50

Filing fee

Filing fee

Additional

Filing fee

Filing fee & Certified Copy Certified Copy & Certificate of Status

(Additional Copy Required)

FROM:

Joseph Gallucci

Benincasa & Kennedy, P.A. 1946 16th Avenue Vero Beach, FL 32960

(772) 299-4511

Note: Provide the original and One (1) copy of the Articles of Incorporation

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

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The name of the corporation shall be: NGX Group USA, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: 1946 16th Avenue

Vero Beach, FL 32960

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The corporation shall be organized to provide printed materials and graphic arts services as well as the production of educational materials to be sold within and without the borders of the United States and to do any other lawful business activity.

ARTICLE IV SHARES

The number of shares of stock is:

The corporation shall have 2,500 shares of common stock.

ARTICLE V INITIAL OFFICERS

The names, addresses and titles are:

Carlos Miguel Luer, President
B. Cellini No. 209
Col. Alfonso XIII
Mexico D.F. Mexico 01460
Carlos Luer, Vice President
B. Cellini No. 209
Col. Alfonso XIII
Mexico D.F. Mexico 01460

ARTICLE VI REGISTERED AGENT

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

Joseph Gallucci Benincasa & Kennedy, P.A. 1946 16th Avenue Vero Beach, FL 32960

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Joseph Gallucci Benincasa & Kennedy, P.A. 1946 16th Avenue Vero Beach, FL 32960

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent

Signature of Incorporator

August 4, 2005

Quenat 4, 2005

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