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Florida Department of State
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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

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05 OCT 10 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

instituto mercoadologico de las americas, inc.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

INSTITUTO MERCADOLOGICO DE LAS AMERICAS, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: INSTITUTO MERCADOLOGICO DE LAS AMERICAS, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 2 ALHAMBRA PLAZA, SUITE 102, CORAL GABLES, FL 33134.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: JORDI R. TORRENTS, 2655 LE JEUNE ROAD, SUITE 804, CORAL GABLES, FL 33134.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRES/TREAS/SEC

OSCAR DOMINGUEZ

2 ALHAMBRA PLAZA, SUITE 102
CORAL GABLES, FL 33134

DIRECTOR

RICARDO J. SANTOS NETO

R. MINISTRO DE HUNGRIA 239-CJ. 04
05690-050 SAO PAULO, BRASIL

DIRECTOR

RICARDO M. SANTOS NETO

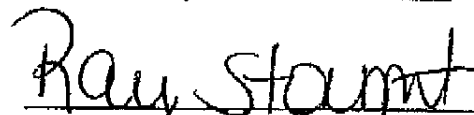
R. MINISTRO DE HUNGRIA 239-CJ. 04
05690-050 SAO PAULO, BRASIL

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 10TH day of OCTOBER, 2005.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

TOTAL P.04


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

INSTITUTO MERCADOLOGICO DE LAS AMERICAS, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



REGISTERED AGENT
JORGE R. MONTES

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