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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MSPC HOLDING GROUP, INC

I, the undersigned, being of legal age and a natural person, do hereby acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be:

MSPC HOLDING GROUP, INC
10891 NW 122 Street
Medley, FL 33178

ARTICLE II - DURATION

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved, according to the law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Voting Common

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director initially. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
José Luis Díez	199 Ocean Drive, #600 Key Biscayne, FL 33149
Carlos Arenas	11226 NW 59th Terrace Miami, FL 33178

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ARTICLE VI - INCORPORATOR

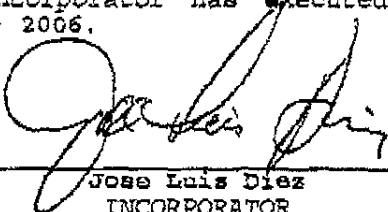
The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Jose Luis Diez	199 Ocean Drive, #600 Key Biscayne, FL 33149

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this April 19, 2006.

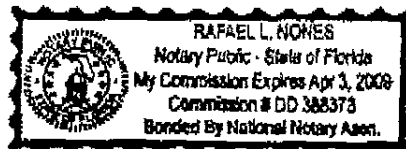



Jose Luis Diez
INCORPORATOR

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

BEFORE ME, the undersigned authority, personally appeared Jose Luis Diez), to me known to be the person described herein and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforementioned this April 19, 2006.





NOTARY PUBLIC, STATE
OF FLORIDA AT LARGE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

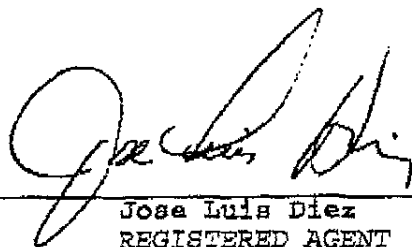
FIRST: That MSPC HOLDING GROUP, INC is qualified to do business under the laws of the State of Florida with its principal office at 10891 NW 122 Street, Medley, FL 33178 and has appointed:

Jose Luis Diez with office address of 5524 NW 74th Ave Miami, FL 33166, as its agent to accept service of process within this state.

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.

BY:


Jose Luis Diez
REGISTERED AGENT

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