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CORPORATE FILING SERVICE 3320 SW 87<sup>TH</sup> AVENUE MIAMI, FL 33165 305-552-5973

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	CUMENT NUMBER(S), (if known):
MARIA MERC	E BOTANICA, CORP.
(Corporation Name)	(Document #)
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Other	Merger
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OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
	Reinstatement Trademark
	Other
	- Onor
	Examiner's Initials

# ARTICLES OF INCORPORATION ARTICLE I - NAME

The name and mailing address of this corporation shall be

MARIA MERCE BOTANICA, CORP. 18936 N.W. 46 Avenue Miami Gardens, Florida 33055

2008 JAN 08 A 9-21

GEORETARY OF STATE TALLAHASSEE, FLORIDA

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#### ARTICLE II - DURATION

This componation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

#### ARTICLE III - PURPOSE

This componation is organized for the purpose of transacting any and all tusiness permitted under the laws of the United States of America and the laws of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This componation is authorized to issue 500 (FIVE HUNDRED) shares \$11.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determinated from time to line by the stockholders.

This power which is herely reserved unto the stockholders by right, may, and it is herely delegated, unto the Board of Directors. The Board may is one the shares of this componation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares on for the disposal of treasury shares may be paid, in whole on in part, in cash on other property. targille on intangille, on in laton on services actually performed for the composation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the composation, such shares shall be deemed to be fully paid and honassesseable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this componation of the same kind, class on series as that which be already holds.

shall have the night to purchase this pro ratushare thereof (as nearly us may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this componation 18936 N.W. 46 Avenue, Miami Gardens, Florida 33055 and the name of the initial registered agent of this componation at that address is CARIDAD DOMINGUEZ

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This componation shall have <u>ONE</u> Director (s) initially. The number of Directors may be increased on diminished from time to time in such manner as may be prescribed by the By-laws but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

Name
CARIDAD DOMINGUEZ, PRESIDENT
(OWNER 100% OF SHARES)

Address
18936 N.W. 46 Avenue, Miam Gardens, Florida 33055

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his baving heretofore or hereafter taken on omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, on be reimbursed for any expenses incurred in correction with any claim or liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

anything herein contained restrict the night of the componation to indemnify on neimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other componation, and no act of this componation shall in any way be affected on invalidated by the fact that any of the directors of the componation are pecuriarily on otherwise interested in, on are director or officers of such other corporation; any director individually, or any firm of which any director may le a member, may be a party to, or may be pecuniarily or otherwise interested in any contract on transaction of the comproation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract on transaction shall be taken; and any director of the componation who is also a director on officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the componation which shall authorize any such contract on transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other componation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTOR

Any director on the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Nane

Address

CARIDAD DOMINGUEZ, PRESIDENT

18936 N.W. 46 Avenue, Miami Gardens, Florida 33055

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or cranged and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XIII-POWERS

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

#### ARTICLE XIV-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this fit day of fundamental of 20 .

CARIDAD DOMINGUEZ, PRESIDENT

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The n	The name of the corporation is:  MARIA MERCE BOTANICA, CORP.			
			THE HEALT SOUTH SOUTH		
2.	The n	ame	and address of the Registered Agent and office is:		
			CARIDAD DOMINGUEZ		
		-	(NAME)		
			18936 N.W. 46 Avenue		
		-	(P O Box or Mail Drop Box NOT Acceptable)		
			Miami Gardens, Florida 33055		
		-	(CITY/STATE/ZIP)		
processing this Ager with comp	cess for cert:  it and  it the polete p	or thica ifica agra provi perfo	amed as Registered Agent and to accept service of the above state corporation at the place designated that ate, I hereby accept the appointment as Registered to act in this capacity. I further agree to comply sions of all statutes relating to the proper and ormance of my duties, and I am familiar with and accept as of my position as Registered Agent.		
<b>H</b>	Un.	Valat	January 8, 2008		

(DATE)

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CARIDAD DOMINGUEZ