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Florida Department of State
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____ EFFECTIVE DATE 3/10/10

FLORIDA PROFIT/NON PROFIT CORPORATION
MP METALS CORPORATION

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

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TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

EFFECTIVE DATE 3/10/10

The name of the corporation shall be:

MP METALS CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address is:

40 N.E. 1st Ave., Ste 200
Miami, FL 33132

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is the transacting of any and all lawful business permitted under the laws of the state of Florida.

ARTICLE IV - EXISTENCE

This corporation shall commence its' existence on the *10th day of March, 2010* and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V - SHARES

This corporation is authorized to issue 1,000 shares of stock of \$1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal), labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

Prepared by: Diaz & Associates, Inc.
782 N.W. 42nd Avenue, Suite 637
Miami, Florida 33126

Every shareholder, upon the sale of cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI - STOCKHOLDERS

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its' stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE VII - INDEMINIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the fullest extent permitted by law wither now existing or hereafter enacted.

ARTICLE VIII - VOTING POWER

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common shares.

IX - INITIAL OFFICERS

The names and addresses of the initial officers of the corporation are:

Joseph M. Pezua - President
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

Lauro E. Pezua - Vice President
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

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ARTICLE X - REGISTERED AGENT

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

Joseph M. Pezua
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

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.

Date: 03/17/10



Signature/Registered Agent

XI - INITIAL DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall by majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation are:

Joseph M. Pezua
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

Lvaro E. Pezua
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

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ARTICLE XII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Joseph M. Pezua
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

Lvaro E. Pezua
40 N.E. 1st Ave., Ste 200
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator
and/or subscriber(s) have executed these Articles of
Incorporation this 17th day of March of the year 2010.



INCORPORATOR \ SUBSCRIBER



INCORPORATOR \ SUBSCRIBER

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

BEFORE ME, A Notary Public authorized to take acknowledgments in the State of Florida, County of Miami-Dade, personally appeared, Joseph M. Pezua and Lvaro E. Pezua, whose addresses are both respectfully, 40 N.E. 1st Ave., Ste 200, Miami, FL 33132, known to me and known by me to be the person(s) who executed the foregoing M.P. Meatals Corp.s' Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Miami-Dade, This 17th day of March, 2010.

My commission expires:



NOTARY PUBLIC, STATE OF FLORIDA

