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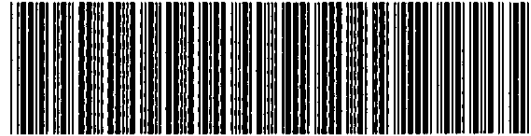
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 JUL -6 PM 4:31

APPROVED
AND
FILED

1/1

July 1rst., 2011

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

RE: MARKETING GROUP PROMOTIONS USA INC.,

Dear Sirs:

Enclosed please find the original and one copy of Articles of Incorporation with the check in the amount of \$ 78.75.

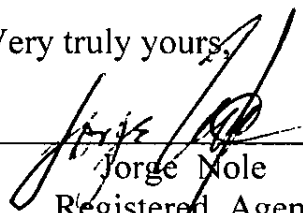
This amount represents the cost of Corporation Fees:

| | |
|------------------------------|----------|
| Filling Fees | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Certified Copy | \$ 8.75 |

Please let me know as soon as possible the process of this corporation and send me all the documents to the following address:

515 SW 12 Avenue Suite # 501 - Miami, Fl 33130

Very truly yours,



Jorge Nole
Registered Agent

cc.: File

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARKETING GROUP PROMOTIONS USA INC.,**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 and/or Chapter 621 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is:

MARKETING GROUP PROMOTIONS USA INC.,

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity of Marketing, Advertising, Productions and other business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

275 NE 18th. STREET # 2105 - MIAMI, FL 33132

ARTICLE IV - EFFECTIVE DATE

These Articles of the Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The officers and Director(s) of the Corporation shall be:

| | |
|------------|------------------|
| President: | MARCO A GORDILLO |
| Secretary: | MARCO A GORDILLO |
| Treasurer: | MARCO A GORDILLO |

The address shall be the same as the principal office of the Corporation.

ARTICLES VI - SHARES

- 6.1** The Corporate is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR common stock, each share having the par value of ONE DOLLAR (1.00).
- 6.2** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in cash, in property, or in shares of the Capital Stock of the corporation.
- 6.3** All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 6.4** If any of the Shareholders decides to sell it's own share; the corporation shall have the First right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.
- 6.5** The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such

consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

- 6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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ARTICLE XII - REGISTERED AGENT

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The name and address of the registered agent of the Corporation is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jorge Nole

515 SW 12 Avenue # 501 - Miami, FL 33130

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

Miami, 07/01/2011

ARTICLE XIII - BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable

statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

MARCO A GORDILLO

275 NE 18th. STREET # 2105 - MIAMI, FL 33132

Miami, 07/01/2011.


MARCO A GORDILLO
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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