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FLORIDA PROFIT/NON PROFIT CORPORATION  
MEP NORTH AMERICA CORP.

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**ARTICLES OF INCORPORATION**

**OF**

**MEP North America Corp.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is:

**MEP North America Corp.**

**ARTICLE II - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exhibition.

**ARTICLE III - CAPITAL STOCK**

The maximum numbers of shares of stock that this corporation is authorized have outstanding at any one time is One Thousand (1,000) shares of common stock, of which are to be of no par value each.

The consideration for the issuance of the aforementioned shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may not be issued until the full amount of the consideration for which the shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable and exempt from assessment.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

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**ARTICLE V - ADDRESS**

The initial address of this Corporation in the State of Florida is 10405 N.W. 37th Terrace, Doral, Florida 33178, and the name of the initial registered agent of this corporation at that address is Roberto Falcone.

**ARTICLE VI - DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws adopted by the Stockholders.

**ARTICLE VII - INITIAL DIRECTORS**

The name and street address of the Members of the First Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

Roberto Falcone	10405 N.W. 37th Terrace Doral, Florida 33178
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Paolo Schneider Savio	10405 N.W. 37th Terrace Doral, Florida 33178
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**ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify and hold harmless each 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 any action heretofore or hereafter taken or omitted by him as such director or offices, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim for 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 nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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

#### **ARTICLE IX - SUBSCRIBERS**

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

Roberto Falcone	10405 N.W. 37th Terrace Doral, Florida 33178
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Paolo Schneider Savio	10405 N.W. 37th Terrace Doral, Florida 33178
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#### **ARTICLE X - 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, and approved at the Stockholders' meeting by a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

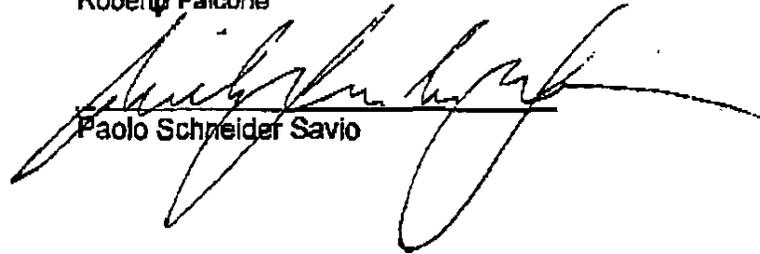
#### **ARTICLE XI - PRE-EMPTIVE RIGHT**

Every Stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as near as may be done without insurance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of January, 2015.

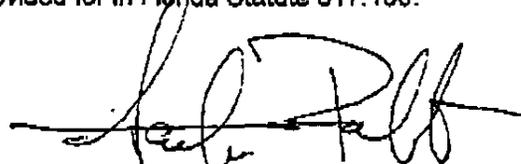


Roberto Falcone

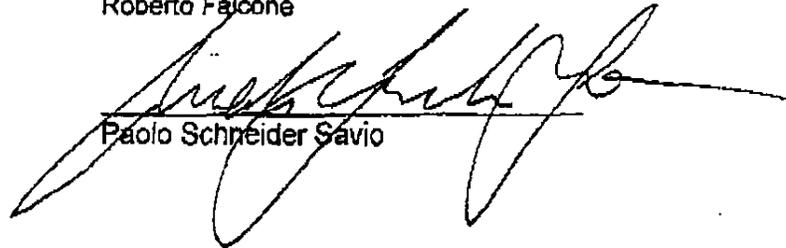


Paolo Schneider Savio

WE submit this document and affirm that the facts states herein are true. We are aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statute 817.155.



Roberto Falcone



Paolo Schneider Savio

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
PERSON UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to and in accordance with the requirements of the Statutes of the State of Florida, the following is submitted in compliance with said Act: That

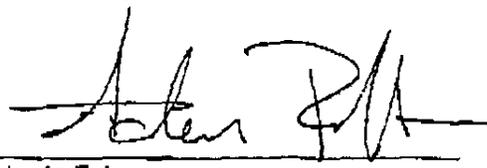
**MEP North America Corp.**

desiring to organize under the laws of the State of Florida, has named Roberto Falcone, whose address is: 10405 N.W. 37th Terrace, Doral, Florida 33178, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENTS:**

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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this 22nd day of January, 2015.

By:   
Roberto Falcone  
Resident Agent

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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