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((H95000004366))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MULTILEVEL INTERNATIONAL MARKETING, INC.
FAX AUDIT NUMBER: H95000004366 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/18/1995 TIME REQUESTED: 14:58:10
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(6)

ARTICLES OF INCORPORATION
OF
MULTILEVEL INTERNATIONAL MARKETING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

MULTILEVEL INTERNATIONAL MARKETING, INC.

ARTICLE II

This corporation shall have perpetual existence and the corporation's sole business is the operation of an Amway distributorship.

ARTICLE III

The capital stock of this Corporation shall consist of 7,500 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

ARTICLE IV

This Corporation is to have perpetual existence.

Stephen J. McDonald, Esquire
315 S.E. 7th Street, Suite 303
Fort Lauderdale, FL 33301 (305) 462-2717
Fla. Bar. No. 182564

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ARTICLE V

The street address of the initial principal office of this Corporation is Plum Park, 141 N.W. 20th Street, Suite F-1, Boca Raton, Florida, 33431.

The name of the initial registered agent of this Corporation is STEPHEN J. McDONALD, ESQ., 315 S.E. 7th Street, Suite 303, Fort Lauderdale, Florida, 33301. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This Corporation shall at all times have at least one director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The names and addresses of the members of the first Board of Directors are as follows:

RAUL GALINDO
Plum Park
141 N.W. 20th Street, Suite F-1
Boca Raton, Florida

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

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(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether out of unissued shares authorized by the Corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Corporation of any class or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligation the

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right to subscribe for or purchase from the Corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Corporation with any person or persons, firm or corporation and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to

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time serve as officers of the Corporation.

ARTICLE IX

The name and address of the incorporator of this Corporation is as follows:

STEPHEN J. MCDONALD
315 S.E. 7th Street, Suite #303
Port Lauderdale, Florida 33301

ARTICLE X

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 having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

This Corporation shall begin existence as of the date of the filing of these Articles.

The undersigned has made and subscribed these Articles of Incorporation in the State of Florida, City of Ft. Lauderdale, this _____ day of _____, 1995.

I HEREBY ACCEPT designation as Registered Agent.

STEPHEN J. MCDONALD
INCORPORATOR/REGISTERED AGENT

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