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FILED  
95 MAY 18 AM 9:12  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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-05/19/95--01103--015  
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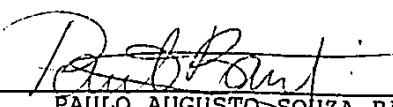
MAY 16, 1995

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA - 32.314

SUBJECT: MASTER MARKETING ASSOCIATES INC.

I ENCLOSED AN ORIGINAL OF THE ARTICLES OF INCORPORATION  
FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF US\$.122.50/  
(ONE HUNDRED TWENTY TWO DOLLARS AND FIFTY CENTS).

SIGNED: \_\_\_\_\_

  
PAULO AUGUSTO SOUZA BANDEIRA

FROM:

PAULO AUGUSTO SOUZA BANDEIRA  
9370 SW 8TH ST. # 219  
BOCA RATON - FL - 33.428  
TEL: (407) 852-0578

B. BROWN MAY 22 1995

ARTICLES OF INCORPORATION

OF

MASTER MARKETING ASSOCIATES INC.

FILED  
95 MAY 18 AM 9:13  
STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: MASTER MARKETING ASSOCIATES INCORPORATION.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

MASTER MARKETING ASSOCIATES INC.

9370 SW 8TH ST. # 219

BOCA RATON - FL - 33.428

ARTICLE III THE CORPORATE PURPOSE

GENERAL MERCHANDISING BUSINESS: TO PURCHASE OR OTHERWISE ACQUIRE, SELL, DISTRIBUTE AND DEAL IN GOODS, WARES, MERCHANDISE AND MATERIALS OF ANY KIND AND DESCRIPTION. ALSO MANUFACTURERS REPRESENTATION.

ARTICLE IV CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 10.000 SHARES. VALUE / U\$.1.00 (ONE) DOLAR PER SHARE.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

EDSON RIBEIRO

9370 SW 8TH ST. # 219

BOCA RATON - FL - 33.428

ARTICLE VI INCORPORATOR

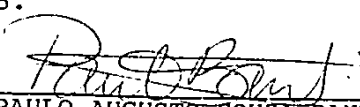
THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

PAULO AUGUSTO SOUZA BANDEIRA

9370 SW 8TH ST. # 219

BOCA RATON - FL - 33.428

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 16 DAY OF MAY 1995.

  
- PAULO AUGUSTO SOUZA BANDEIRA - INCORPORATOR

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MAY 18 AM 9:13  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 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 AGENT, IN THE STATE OF FLORIDA.

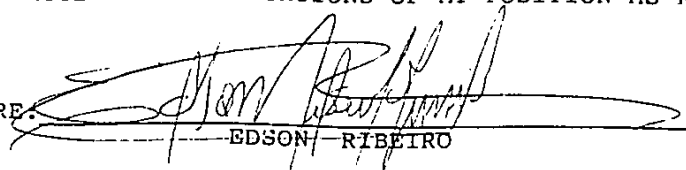
- 1-) THE NAME OF THE CORPORATION IS:  
MASTER MARKETING ASSOCIATES INC.
- 2-) THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:  
EDSON RIBEIRO  
9370 SW 8TH ST. # 219  
BOCA RATON - FL - 33428

SIGNATURE:   
PAULO AUGUSTO SOUZA BANDEIRA

TITLE: INCORPORATOR

DATE: MAY 16, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED / AGENT.

SIGNATURE:   
EDSON RIBEIRO

DATE: MAY 16, 1995