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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARCEL BERMUDEZ ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000004489

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ARTICLES OF INCORPORATION

Marcel Bermudez Enterprises, Inc.

ARTICLE I

The name of this corporation shall be:

Marcel Bermudez Enterprises, Inc.

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ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is One Thousand Shares of \$ 1.00 Dollars, par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Prepared by: Pedro L. Alberni, C.P.A.

Alberni & Alberni, P.A.
4649 Ponce de Leon Blvd. # 404
Coral Gables, Florida 33146
(305) 662-7272

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ARTICLE V

The principal office of this corporation shall be located at 2305 N.W. 89th Drive, Apt. 709, Coral Springs, Fl. 33065, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time to be determined and authorized by its Board of Directors, with branch offices in such other cities or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The initial registered office of this corporation shall be at 2305 N.W. 89th Drive, Apt. 709, Coral Springs, Fl. 33065. The initial registered agent at such address shall be MARCEL BERMUDEZ.

ARTICLE VII

This corporation shall at all time have at least one Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

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ARTICLE VIII

The name and address of the members of the First Board of Directors who shall hold office until the first annual meeting of shareholders and or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

MARCEL BERMUDEZ - 2305 N.W. 89TH DRIVE, APT. 709, CORAL SPRINGS, FL


MARGARET BERMUDEZ - 2305 N.W. 89TH DR., APT. 709, CORAL SPRINGS, FL

ARTICLE IX

The By-Laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 28TH DAY OF MARCH, 1996


MARCEL BERMUDEZ, President and
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY, that on this the 28TH day of March, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements: **MARCEL BERMUDEZ**, to me personally known, and known to be the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the use and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables,
Dade County, Florida, the day and year above written.

Susana G. Cruz
Susana G. Cruz
NOTARY PUBLIC, State Florida
at Large.

My Commission Expires:



SUSANA G ORUZ
 My Commission Expires 13
 Expires Dec 30, 1999
 Issued by HAI
 800-442-1999

W 060000 0489

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT TO UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That **MARCEL BERMUDEZ ENTERPRISES, INC.**, desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at
the City of Coral Gables, County of Dade, State of Florida, has named **MARCEL BERMUDEZ**,
2305 N.W. 89th Drive, Apt. 709, Coral Springs, County Dade, State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said office.

By: 
MARCEL BERMUDEZ

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