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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS, TALLAHASSEE, FLORIDA

STATE OF FLORIDA, DEPARTMENT OF REVENUE, 100 EAST GILCHRIST STREET, TALLAHASSEE, FLORIDA 32301

FAX: (904) 933-1111

PHONE: (305) 841-3094

FAX: (305) 841-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MERIDIONAL, CORP.

FAX AUDIT NUMBER: H96000008046

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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B & L Business
141 NE 3rd Ave. #206
Miami, FL 33131
(305) 373-6211
Elyane Bechtinger

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: MERIDIONAL, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

8024 NW 66TH STREET
MIAMI, FL. 33166

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 10 PM 12:42

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ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

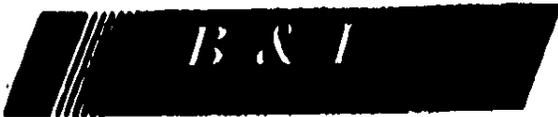
THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

8024 NW 66TH STREET
MIAMI, FL. 33166

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ANTONIO DUARTE CALLADO

9408000096



ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THIS BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

ANTONIO DUARTE CALLADO
PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

ANTONIO DUARTE CALLADO
8024 NW 66TH STREET
MIAMI, FL. 33166

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

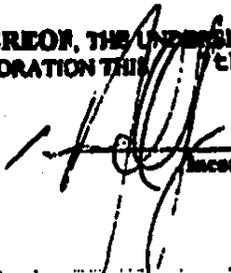
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 15th DAY OF JUNE OF 1996.



Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT MERIDIONAL, CORP. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

ANTONIO DUARTE CALLADO

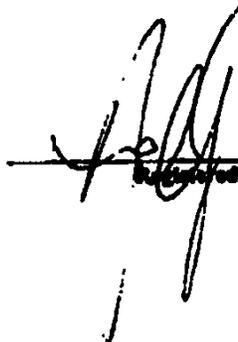
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF: MERIDIONAL, CORP.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

7th DAY OF JUNE, 1996.



Registered Agent

H96000008046

