

6/21/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

300 NW 11TH ST

STATE OF FLORIDA

409 EAST GARNER STREET

MIAMI, FL 33136-2090

TALAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARB & MERCURY OF AMERICA, INC.

FAX AUDIT NUMBER: H96000008730

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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**ARTICLES OF INCORPORATION
OF
MARS & MERCURY OF AMERICA, INC.**

RECEIVED
JAN 21 1996

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The undersigned, being over 18 years of age hereby subscribes to and files these articles of incorporation to create a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation shall be Mars & Mercury of America, Inc.

ARTICLE 2

The aggregate number of authorized shares of capital stock of this corporation shall consist of seven thousand five hundred (7,500) shares of common stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

All the stock is payable in cash, property or labor or services at a just valuation fixed by the Board of Directors. Payment is not required at issuance.

ARTICLE 3

This corporation will commence immediately upon the filing of these articles of incorporation and will exist perpetually unless dissolved according to law.

ARTICLE 4

The initial registered office of this corporation is 80 SW 8th Street-Suite 2000, Miami, FL 33130. The initial registered agent at that address is Alexander G. Kotlechkov. Other offices and branch offices can be within or without the State of Florida. The mailing address is 80 SW 8th Street-Suite 2000, Miami, FL 33130.

ARTICLE 5

This corporation shall have at least one director. The exact number can be specified by the stockholders from time to time. The stockholders can, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE 6

These are the names and addresses of the first directors of the corporation, who will hold office for the first year or until their successors are duly elected and qualified.

H96-08730
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-7832

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Name	Address
Kenneth A. DeFillipo	17830 NE 10 th Ave North Miami Beach, FL 33162
Alexander G. Kotlechikov	1351 NE Miami Gardens Drive-Suite 1616E Miami, FL 33179

ARTICLE 7

These are the names and addresses of the Board of Directors and the Initial Stockholders of the Corporation.

Name	Address
Kenneth A. DeFillipo	Address Above
Alexandre V. Kondrachov	510, 2 Bl., 14 Akademika Pilugina Street Moscow, Russia
Vladimir S. Ponomarenko	72, 2 Bl., 2 Eniseiskaya Street Moscow, Russia
Alexander Kotlechikov	Address Above
Guennady I. Zakharkine	261/9 Karamzina Pr., 117463, Moscow, Russia
Ilia A. Khachidze	63/9 Agrohnikov Street, Nemchinovka-1 Odintsovo, Moscow Reg., 143013, Russia

ARTICLE 8

No transaction between this corporation and a second party will be affected due to a director, officer or shareholder of this corporation having an interest in the second party. Directors, officers and stockholders of this corporation - and firms in which they are interested - can transact business with this corporation provided a full disclosure of the duality of interest is made to the board of directors of this corporation. Directors can be counted in a quorum of this corporation notwithstanding their duality of interest.

ARTICLE 9

The private property of the stockholders will not be subject to payment of the corporate debts. The corporation will have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of the stockholders of the corporation.

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ARTICLE 10

This corporation will indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE 11

The purpose of this corporation is to engage in all lawful business including, but not limited to, trading, financing and business consultation.

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ACE INDUSTRIES/PRINTING, CORP. KIT

305 358 7832

06-21-1996 15:41

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DESIGNATION OF REGISTERED AGENT

In compliance with the laws of the State of Florida, the following is submitted:

Kenneth A. DeFillipo, Alexandre V. Kondrachov, Vladimir S. Ponomarenko, Alexander Kotlechkov, Guennady I. Zakharkine and Ilia A. Khachidze desire to organize a corporation named Mars & Mercury of America, Inc. under the laws of the State of Florida with registered office at 80 SW 8th Street-Suite 2000, Miami, FL 33130. Alexander G. Kotlechkov is the statutory registered agent.

I, Alexander G. Kotlechkov, hereby agree to act as registered agent and agree to comply with the Florida law regarding keeping the registered office open.



Alexander G. Kotlechkov, Registered Agent

Dated: 6-21-96



Alexander G. Kotlechkov, Incorporator

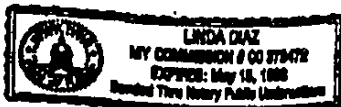
Dade County, Florida

SWORN TO AND SUBSCRIBED before me on this 21st day of June 1996 by Alexander G. Kotlechkov who is personally known to me and who did not take an oath.



NOTARY PUBLIC

My commission expires:



FILED
JUN 21 PM 5:14
NOTARY OF STATE
MIAMI, FLORIDA

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