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TRANSMITTAL LETTER

FILED

97 FEB -6 PM 3:22

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

TALLAHASSEE, FLORIDA

SUBJECT: MARGA OF MIAMI, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Guillermo Torres
Name
5035 SW 99 AVE.
Address
MIAMI - FL 33165
City, State, & Zip
(305) 596-1998
Telephone Number

Guillermo Torres

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cert copy of corp of RA-

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Note: Additional copy of articles is needed when certified copy is requested.

PH
2/7/97

CERTIFICATE OF INCORPORATION

OF

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MARGA OF MIAMI, INC.

WE, the undersigned, hereby make, subscribe and acknowledge this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

MARGA OF MIAMI, INC.

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be RETAIL STORE HEALTH NUTRITION PRODUCTS , and to invest in property of any kind, operate businesses, lend money, and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of fifty (50) shares, without nominal par value.

4. The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS.

5. The principal office of this corporation shall be
3805 NW 7 Street, Miami, Fl, 33126.

6. The number of directors shall be at least one (1), and the names and post office addresses of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
1. GABRIEL	President	1046 SW 67 Ave.
MONTALVAN	Secretary	Miami, fl. 33144
2. MARCELO	VICE-PRES.	1046 SW 67 Ave.
MONTALVAN	TREASURY	Miami, Fl. 33144

7. The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to not less than FIVE HUNDRED DOLLARS (\$500.00), are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
1. GABRIEL MONTALVAN 1056 SW 67 Ave Miami, Fl, 33144	25	\$ 250.00
2. MARCELO MONTALVAN 1056 SW 67 Ave. Miami, Fl, 33144	25	250.00

8. GABRIEL MONTALVAN is hereby designated as the
Registered Agent for the corporation and 3805 NW 7 Street
Miami, Fl. 33126 its address.

IN WITNESS WHEREOF, the undersigned hereby subscribe to this
Certificate of Incorporation at Miami, Florida this 31 day of
JANUARY, 1997, for the uses and purposes aforesaid.

Gabriel Montalvan

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In compliance with Section 28.091, Florida Statutes, the
following is submitted:

CLERK
TALLAHASSEE, FLORIDA

FIRST--THAT MARGA OF MIAMI, Inc.
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at the City of
Miami, State of Florida, has named GABRIEL MONTALVAN
located at 3805 NW 7 Street , Miami, Fl. 33126 Florida,
as its Agent to accept service of process within Florida.

X [Signature]
CORPORATE OFFICER

TITLE VICE PRESIDENT

DATE 01-31-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

X [Signature]
RESIDENT AGENT

DATE 01-31-97

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned authority, personally appeared
GABRIEL MONTALVAN & MARCELO MONTALVAN
subscriber(s) and person(s) described in and who executed the
foregoing Certificate of Incorporation, who acknowledged before
me that they did subscribe thereto, and did so for the uses and
purposes therein contained.

SWORN TO and SUBSCRIBED before me at Miami, Dade County,
Florida this the 31 day of JANUARY, 1997



Notary Public, State of FL

My Commission Expires:



GUILLERMO TORRES
My Comm. Exp. 6/23/98
Bonded By Services Ins.
No. CC 386693
[x] Personally Known [] Other I.D.