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3/31/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: STRATEGIC MARKETING ~~GROUP~~ USA, INC.

AUDIT NUMBER.....H97000005287

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: STRATEGIC MARKETING GROUP, INC.
REF: W97000007443

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Kimberly Rolfe
Document SpecialistFAX Aud. #: E97000005287
Letter Number: 497A00016207

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ARTICLES OF INCORPORATION
OF

97 APR -1 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: STRATEGIC MARKETING USA, INC.

The principal place of business of this corporation shall be:

1490 WEST 49th PLACE #508-HIALEAH FL. 33012

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 500 SHARES

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s); if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

HUGO GOMEZ 4280 WEST 10 COURT, HIALEAH, FLORIDA 33012

JAIME F. GUEITS 755 WEST 60th STREET, HIALEAH, FLORIDA 33012

CARLOS GUEITS 224 CANAL STREET, MIAMI, SPRINGS FL. 33166

MARCO MARIN 7750 S.W. 32 TERR. MIAMI, FLORIDA 33155

MAX GUEITS 1300 S.W. 76 COURT, MIAMI, FLORIDA 33144

Prepared by: Jaime F. Gueits 2150 NW 70 Ave. Miami, FL 33122

(305) 592-2225

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is(are):

HUGO GOMEZ 4280 WEST 10th COURT, HIALEAH, FL. 33012

JAIME F. GUEITS 755 WEST 60th STREET HIALEAH, FL. 33012

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this THIRTY FIRST(31) day of MARCH, 1997.

Signature(s) of Incorporator(s)

HUGO GOMEZ

JAIME F. GUEITS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 APR -1 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

STRATEGIC MARKETING USA, INC.

2. The name and address of the registered agent and office is:

HUGO GOMEZ 4280 WEST 10th COURT, HIALEAH, FL. 33012

(P.O. BOX NOT ACCEPTABLE)

HIALEAH, FLORIDA 33012

(CITY/STATE/ZIP)

SIGNATURE 

TITLE PRESIDENT

DATE MARCH 31, 1997

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE MARCH 31, 1997

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