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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MG & ASSOCIATES, INC.

AUDIT NUMBER.....H97000015454

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

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TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 18, 1997

**MIGUEL E. GUERRERO**  
7950 W. FLAGLER ST., STE. 107  
MIAMI, FL 33144

**SUBJECT: MG & ASSOCIATES, INC.**  
**REF: W97000021453**

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.

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John Nedeau  
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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MG & ASSOCIATES SERVICES GROUP, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

MG & ASSOCIATES SERVICES GROUP, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION A:

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.  
Import & export, any legal business and/or services.

SECTION B:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent of factor.

SECTION C:

In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

Prepared By: Miguel E. Guerrero - Phone: 305- 266-1152  
7950 W. Flagler St., Suite 107 Miami, FL 33144

SECTION D:

To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

SECTION E:

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into 60 shares of stock of the No Par Value per share, all of one class, namely, Common Stock. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than one thousand dollars (\$1,000.00)

ARTICLE V

The principal place of business of the Corporation shall be at 7950 W. Flagler St. Suite 107. Miami, Fl. 33144 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The name and post office addressee of the first Board of Director of this Corporation, who shall hold office until the organization meeting of this corporation, and until his successors are elected and have qualified is:

MIGUEL E. GUERRERO  
7950 W. FLAGLER ST. #107  
MIAMI, FL. 33144

The offices to be held by the above named Director are as follows:

MIGUEL E. GUERRERO, PRESIDENT/SECRETARY

The initial registered agent of the Corporation at the initial registered office of this Corporation will be:

MIGUEL E. GUERRERO  
7950 W FLAGLER ST. #107  
MIAMI, FL. 33144

ARTICLE IX

The name and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Value</u>
Miguel E. Guerrero	7950 W. Flaler St. Miami, FL. 33144	60	No par value

ARTICLE X

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

✓ *Miguel E. Guerrero*  
Miguel E. Guerrero, Incorporator

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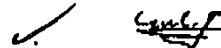
CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA  
STATUTES, as may be amended, the following is submitted:

MG & ASSOCIATES SERVICES GROUP, INC. desiring to organize and  
qualify as a corporation under the laws of the State of Florida,  
with its initial registered office at 7950 W. Flagler St, Suite  
107 Miami, FL. 33144 has named MIGUEL E. GUERRERO as its  
Registered Agent to accept service of process within the State  
of Florida; and

That, having been named to accept service of process for  
the above-stated corporation, at the place designated in this  
certificate, MIGUEL E. GUERRERO hereby agrees to act in this  
capacity, and further agrees to comply with the provisions of  
all statutes relative to the proper performance of his duties.

  
Miguel E. Guerrero

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