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October 6, 1997

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

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****122.50 ****122.50

RE: -MADE IN RUSSIA, INC.

Dear Sirs:

Enclosed is a check in the amount of \$122.50 for the filing of the above referenced corporation. Please forward the Certificate of Incorporation and one stamped in copy of the articles to:

L. Van Stillman, ESQ.
301 Yamato Road
Suite 1200
Boca Raton, Florida 33431

Should you have any questions, please contact the undersigned at (561) 989-8400.

Very truly yours,
Law Office of L. Van Stillman, P.A.


L. Van Stillman, Esquire

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

MADE IN RUSSIA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

MADE IN RUSSIA, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these Articles.

ARTICLE III

The street address of the principal office of the Corporation is:

150 Worth Avenue
Suite 216
Palm Beach, Florida 33480

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is:

150 Worth Avenue
Suite 216
Palm Beach, Florida 33480

The initial registered agent for the Corporation at that address is
PENE LATHAM.

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

ARTICLE VI

The initial board of directors shall consist of ONE Member. The names and address of the person(s) who will serve on the initial board of directors are:

Name	Address
Pene Latham	150 Worth Avenue Suite 216 Palm Beach, Florida 33480

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Pene Latham	150 Worth Avenue Suite 216 Palm Beach, Florida 33480

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INCORPORATIONS
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ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th Day of October, 1997.


Name: PENE LATHAM

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MADE IN RUSSIA, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Name: PENE LATHAM

Date: October 6, 1997