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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: MARISON EXPORT AND IMPORT CORPORATION

AUDIT NUMBER.....H97000017955

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

MARISON EXPORT AND IMPORT CORPORATION

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

MARISON EXPORT AND IMPORT CORPORATION

ARTICLE II

The general nature of the business to be transacted shall be exporting and importing and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

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GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at: MARIA CRISTINA CASTAING President  
7300 S. W. 82ND STREET, #A-202  
MIAMI, FL 33143

Residing at: SONIA CORTES Vice-President  
7118 BONITA DRIVE, APT. 602  
MIAMI BEACH, FL 33141

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be MARIA CRISTINA CASTAING and the registered agent's office of this corporation shall be 7300 S. W. 82ND STREET, A-202, MIAMI, FL 33143.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 7300 S. W. 82ND STREET, A-202, MIAMI, FL 33143, and branch offices may be maintained at such places in the State of

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Florida, and in the United States of America and in foreign countries  
es may from time to time be authorized by the stockholders or Board of  
directors of this Corporation.

#### ARTICLE IX

The name and post office address of the Subscriber of this Certificate  
of Incorporation and the number of shares of the capital stock of this  
corporation subscribed by the said Subscriber of this Certificate of  
Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
MARIA CRISTINA CASTAING	7300 S. W. 82ND ST., #A-202 MIAMI, FL 33143	500
SONIA CORTES	7118 BONITA DRIVE, APT. #602 MIAMI BEACH, FL 33141	500

#### ARTICLE X

The regulations of the conduct of the affairs of this corporation, the  
issuance of certificate of capital stock of this corporation, the  
voting rights of the holders of the shares of the capital stock of this  
corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set  
their hand and seal in the City of Miami, County of Dade, State of  
Florida, this 28th day of October, 1997.

SWORN TO AND SUBSCRIBED before me on this 28th day of October,  
1997.

  
\_\_\_\_\_  
MARIA CRISTINA CASTAING, PRESIDENT (SEAL)

  
\_\_\_\_\_  
SONIA CORTES, VICE-PRESIDENT (SEAL)

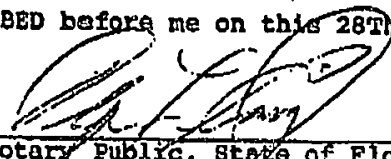
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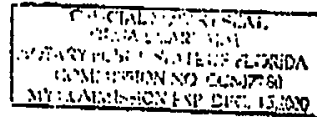
STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MARIA CRISTINA CASTAING and SONIA CORTES, known to be the person who executed the foregoing Certificate of Incorporation of MARISON EXPORT AND IMPORT CORPORATION, and they acknowledged before me that they have executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by MARISON EXPORT AND IMPORT CORPORATION, who produced identification.

SWORN TO AND SUBSCRIBED before me on this 28<sup>th</sup> day of October, 1997.

  
Notary Public, State of Florida

MY COMMISSION EXPIRES:



I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

  
MARIA CRISTINA CASTAING

Prepared by:

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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