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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: MINERALIZER CORPORATION

AUDIT NUMBER.....H97000019537

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 11/25/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1997

EMPIRE

SUBJECT: MINERALIZER CORPORATION
REF: W97000026468

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000019537
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ARTICLES OF INCORPORATION
OF
MINERALIZER CORPORATION

97 NOV 25 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

MINERALIZER CORPORATION

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 8181 N.W. 36 Street, Suite 1905, Miami, Florida 33166. The Board of Directors may from time to time move the principal office to another address in Florida.

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PRESENTED BY: Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131. (305) 381. 9096

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ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

FRANCISCO A. UZCATEGUI T.
8181 N.W. 36 STREET
SUITE 1905
MIAMI, FLORIDA 33166

MAIELLY SANCHEZ THOMPSON
8181 N.W. 36 STREET
SUITE 1905
MIAMI, FLORIDA 33166

WILLMER ALFREDO HERNANDEZ
8181 N.W. 36 STREET
SUITE 1905
MIAMI, FLORIDA 33166

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 169 East Flagler Street, Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY D. THOMPSON.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: WILLMER A. HERNANDEZ., 8181 N.W. 36 Street, Suite 1905, Miami, Florida 33166.


WILLMER A. HERNANDEZ.

PRESENTED BY:

Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847934. 169 East Flagler Street, Suite
1527, Miami, Florida 33131.

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

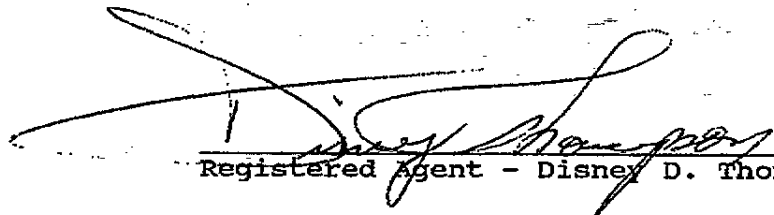
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

MINERALIZER CORPORATION, a corporation being organized under the laws of the State of Florida, with its principal place of business: 8181 N.W. 36 Street, Suite 1905, Miami, Florida 33166, has named **DISNEY D. THOMPSON** located at 169 East Flagler Street, Suite 1527, Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney D. Thompson

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PRESENTED BY: **Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131.**