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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MAR-A-VEN TRADING CORP.

AUDIT NUMBER.....H97000020950

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

MAR-A-VEN TRADING CORP.

ARTICLE I

The name of this corporation shall be:

MAR-A-VEN TRADING CORP.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1,000 shares of \$1.00 par value each.

ARTICLE IV

The Shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the Stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 2333 Brickell Avenue, Suite 2306 Miami, Florida 33129, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

PREPARED BY: GUIDO A. AGUILERA, ESQ. FLORIDA BAR NO: 135749
815 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134
PHONE: (305) 445-8748

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ARTICLE VII

The initial registered office of this corporation shall be at 2333 Brickell Avenue, Suite 2306, Miami, Florida 33129. The initial registered agents at such address shall be:

PETER J. NUNEZ

ARTICLE VIII

This corporation shall at all times have at least one and not more than five (10) Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

PETER J. NUNEZ
2333 Brickell Avenue
Suite 2306
Miami, Florida 33135

ARTICLE X

The names and addresses of the subscribers are:

PETER J. NUNEZ
2333 Brickell Avenue
Suite 2306
Miami, Florida 33129

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the

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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.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, THAT MAR-A-VEN TRADING CORP, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED PETER J. NUNEZ,
LOCATED AT CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

(SUBSCRIBER)

PETER J. NUNEZ

DATE: Dec 18, 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.

SIGNATURE: 

(RESIDENT AGENT)

PETER J. NUNEZ

DATE: Dec 18, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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