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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: DENIS GAUTHIER
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NAME: M.P. ENTERPRISES USA, INC.

AUDIT NUMBER.....H98000003140

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000003140
ARTICLES OF INCORPORATION
OF
M.P. ENTERPRISES USA, INC.

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the Corporation is: M.P. ENTERPRISES USA, INC.

ARTICLE 11. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE 111. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:
5519 SW. 24TH AVENUE
FT. LAUDERDALE, FL 33312

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: MARCELLIN PAQUETTE
5519 SW. 24TH AVENUE
FT. LAUDERDALE, FL 33312

Which is also known as the registered office.

MARCELLIN PAQUETTE
499 E. Sheridan st. # 202
Dania Fl. 33004 TEL. 954-925-0435

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ARTICLE VII. DIRECTORS

The Corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholder, but shall never be less than one. The name and address of the initial director is.:

MARCELLIN PAQUETTE
5519 SW. 24TH AVENUE
FT. LAUDERDALE, FL 33312

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

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 X. INCORPORATORS

The name and address of the person signing these Articles is.:

MARCELLIN PAQUETTE
5519 SW. 24 TH AVENUE
FT. LAUDERDALE, FL 33312

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16TH day of FEBRUARY 1998

Marcellin Paquette
Incorporator

STATE OF FLORIDA)

:SS

MARCELLIN PAQUETTE

COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared: MARCELLIN PAQUETTE known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 16TH day of FEBRUARY 1998

My Commission Expires:

Denis Gauthier
Notary Public, State of Florida at large.



I MARCELLIN PAQUETTE by execution hereof, accept the designation as Registered Agent of this Corporation

Marcellin Paquette
MARCELLIN PAQUETTE

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