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PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MERCANTILE(USA)VRNTURES CORP.
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERCANTILE (USA) VENTURES CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this corporation is MERCANTILE (USA) VENTURES CORP.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

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Prepared by:
Steven L. Cantor, Esq.
Steven L. Cantor, P.A.
777 Brickell Ave., #500
Miami, FL 33131
(305)374-3886
Florida Bar No. 205028

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ARTICLE V
Registered Office

The address of the initial registered office of the corporation is 777 Brickell Avenue, Suite 500, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Steven L. Cantor, 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE VII
Directors

This corporation shall have not less than one (1) director. The names and addresses of the initial Director of this corporation are:

Maria Isabel Aguirre
777 Brickell Avenue, Suite 500
Miami, Florida 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII
Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of

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Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Steven L. Cantor
Steven L. Cantor, P.A.
777 Brickell Avenue, Suite 500
Miami, Florida 33131

ARTICLE X
Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

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ARTICLE XI
Amendment

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These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of March, 1998.



Steven L. Cantor

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 24th day of March, 1998, by Steven L. Cantor, who is personally known to me and who did not take an oath.



Morayma Amaro
Notary Public, State of Florida

My Commission Expires:



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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 607.0501, Florida Statutes, the following is submitted that **MERCANTILE (USA) VENTURES CORP.**, desiring to organize or qualify under the laws of the State of Florida, has named **Steven L. Cantor**, whose address is 777 Brickell Avenue, Suite 500, Miami, Florida 33131, as its agent to accept service of process within Florida.



Steven L. Cantor

Dated: March 24, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Steven L. Cantor, Registered Agent

Dated: March 24, 1998

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