

Apr-28-98

O: T A Garcia & Avellan, P.A.

305 447 1280

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GARCIA & AVELLAN, P.A.

ACCT#: 105214001016

CONTACT: LILIANA V AVELLAN

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NAME: INTERNATIONAL MERCHANDISING GROUP, INC.

AUDIT NUMBER.....H98000007952

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

CERT. OF STATUS...1

PAGES..... 2

CERT. COPIES.....1

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ARTICLE I - NAME/PRINCIPAL OFFICE ADDRESS

ARTICLE II - NATURE OF BUSINESS

ARTICLE III - SHARES OF STOCK/PAR VALUE

ARTICLE IV - REGISTERED AGENT

Liliana V. Avellan, Esq.
Garcia & Avellan, P.A.
306 Alcazar Avenue, Suite 302
Coral Gables, Florida 33134-4318

ARTICLE V - DIRECTORS

This document was prepared by:
Liliana V. Avellan, Esq.
Florida Bar No.: 987735
Garcia & Avellan, P.A.
306 Alcazar Avenue, Suite 302
Coral Gables, FL 33134-4318
Tel. (305) 447-0026

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ARTICLE VI - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, 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.

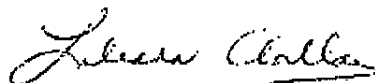
ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Liliana V. Avellan 306 Alcazar Ave., Ste. 302
Coral Gables, FL 33134

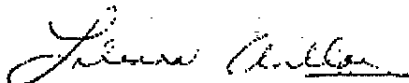
Dated

4/27/98



Liliana V. Avellan
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Liliana V. Avellan
Registered Agent

Fax Audit No. H98000007952

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