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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MERTUCCI INTERCONTINENTAL CORPORATION

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ARTICLES OF INCORPORATION

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MERTUCCI INTERCONTINENTAL CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the corporation shall be: Mertucci Intercontinental Corporation.

The principal place of business of this corporation shall be:

**10211 Pines Boulevard, Suite 230
Pembroke Pines, Florida 33026**

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in commerce within the United States, between the United States and foreign nations, between and among foreign nations on behalf of clients; provide, transfer and/or arrange shipment of goods on behalf of clients; provide and/or arrange financing on behalf of clients; and/or act in a consulting capacity between clients in the United States and foreign nations as permitted by the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: One Thousand Shares with a value of Ten Dollars per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

**Prepared By: Michael C. Cox
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026
Tel: (954) 442-7457**

ARTICLE V - OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

**Michael C. Cox - President/Director/Registered Agent
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026**

**Bradley D. Barnes – Vice President/Director
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026**

**Alberto Mercader – Treasurer
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026**

**Carolina Bertucci – Secretary
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026**

ARTICLE VI - INCORPORATOR (S)

The names and street addresses of the incorporators to this Articles of Incorporation are:

**Michael C. Cox
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026**

**Bradley D. Barnes
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026**

Alberto Mercader
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026

Carolina Bertucci – Secretary
10211 Pines Boulevard, Suite 230
Pembroke Pines, FL 33026

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed this Articles of Incorporation this 16th day of Nov., 1998.

Signature(s) of Incorporator(s)

Michael C. Cox

Alberto Mercader

Carolina Bertucci

[Signature]

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Mertucci Intercontinental Corporation

2. The name and address of the registered agent and office is:

Michael C. Cox
1689 North Hiatus Road, Suite 1258
Pembroke Pines, FL 33026

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TALLAHASSEE, FLORIDA

SIGNATURE

Michael C. Cox

TITLE

Registered Agent

DATE

11/16/98

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 AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Michael C. Cox

DATE

11/16/98