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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

market appeal, inc.

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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
MARKET APPEAL, INC.

Article I - Name

The name of this corporation is Market Appeal, inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This Corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the registered office of this Corporation is 901 Ponce De Leon Blvd., Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is ANDRES J. IRIONDO.

Article VI - Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Selena Evans	1915 Brickell Avenue # C1606. Miami, Fl. 3312
Gino Tozzi	1915 Brickell Avenue # C1606 Miami, Fl. 33129

Prepared by:
Andres J. Iriondo
901 Ponce de Leon Blvd., # 501
Coral Gables, Fl. 33134
(305)445-0611

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Article VII - Incorporator

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

Andres J. Iriondo
901 Ponce De Leon Blvd.
Suite 501
Coral Gables, FL 33134

Article VIII - Initial Officers

The initial officers of the Corporation are as follows:

Selena Evans -President
Gino Tozzi -Vice President, Secretary,
Treasurer
Andres J Iriondo -Vice Secretary

Article IX - Initial Place of Business

The initial place of business of the Corporation is 1915
Brickell Avenue # C1606, Miami, Fl. 33129

Article X - By-laws

The By-laws of the Corporation are to be made, altered,
or rescinded by the Directors of the Corporation.

Article XI - Amendments to Articles

These Articles of Incorporation may be amended by the
act of the Directors of the Corporation. Such amendments may
be proposed and adopted in a manner provided by the By-laws
of the Corporation.

Article XII - Commencement

The existence of this Corporation shall commence on the
1st day of May, 1999.

IN WITNESS WHEREOF, the undersigned has executed the
Articles of Incorporation this 3rd day of May 1999.


ANDRES J. IRIONDO

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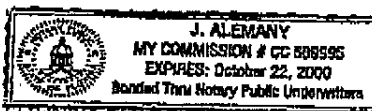
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STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who executed the foregoing Articles of Incorporation or who produced personally known as identification.

SWORN TO AND SUBSCRIBED before me this 3rd day of May 1999.

J. Alemany
Notary Public, State of Florida at Large
My commission expires:



ACCEPTANCE OF RESIDENT AGENT

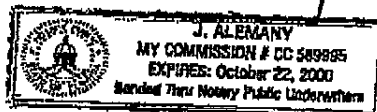
I, ANDRES J. IRIONDO, hereby accept the foregoing Designation of Resident Agent, this 3rd day of May 1999.

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared ANDRES J. IRIONDO, who is known to me to be the person who subscribed to the foregoing Acceptance of Resident Agent, or who produced personally known as identification.

SWORN TO AND SUBSCRIBED before me this 3rd day of May 1999.

J. Alemany
Notary Public, State of Florida at Large
My commission expires:



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