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Miami, June 9 1999

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL. 32399

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-05/05/99--01092--010  
\*\*\*\*132.50 \*\*\*\*\*87.50

RE: M.A.V.. INTERNATIONAL, CORPORATION

Dear Sir or Madam;

Enclosed please find the original and copy of Articles of Incorporation, together with a money order in the amount of \$ 132.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Register Agent Certificate for the above named Corporation.

Very Truly Yours,



MARCO ANTONIO BUENO  
M.A.V.. INTERNATIONAL, CORPORATION  
8391 N.W. 64 STREET  
MIAMI, FL. 33166  
PHONE: (305) 597-4456

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 11, 1999

MARCO ANTONIO BUENO  
M.B.P. INTERNATIONAL, INC.  
14381 S.W. 112 TERRACE  
MIAMI, FL 33186

SUBJECT: M.B.P. INTERNATIONAL, INC.  
Ref. Number: W99000010926

We have received your document for M.B.P. INTERNATIONAL, INC. and your check(s) totaling \$132.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 999A00025529



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 17, 1999

MARCO ANTONIO BUENO  
M.A.V. INTERNATIONAL CORPORATION  
8391 N.W. 64 STREET  
MIAMI, FL 33166

SUBJECT: M.A.V. INTERNATIONAL CORPORATION  
Ref. Number: W99000014219

We have received your document for M.A.V. INTERNATIONAL CORPORATION and your check(s) totaling \$132.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 199A00032659

**ARTICLES OF INCORPORATION  
OF  
M.A.V. INTERNATIONAL CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I NAME**

The name of the Corporation is M.A.V. INTERNATIONAL, CORPORATION

**ARTICLE II**

The principal place of business and mailing address of this Corporation shall be:

8391 N.W. 64<sup>th</sup> STREET  
MIAMI, FL. 33186

**ARTICLE III DURATION**

The period of his duration is perpetual.

**ARTICLE IV PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE V CAPITAL STOCK**

The Corporation shall have authority to issue 10,000 shares all of one class, at .01 par value.

**ARTICLE VI INITIAL REGISTER AGENT**

The address of its initial registered office is 8391 N.W. 64 STREET, MIAMI, FL. 33166 and the name of its initial register agent at said address is MARCO ANTONIO BUENO.

**ARTICLE VII BOARD OF DIRECTORS**

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TALLAHASSEE FLORIDA

The initial Board of Directors shall consist of one (1) Director, whose name and address are:

Marco Antonio Bueno  
8391 N.W. 64 STREET  
MIAMI, FL. 33166

#### ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) is:

Marco Antonio Bueno  
8391 N.W. 64 STREET  
MIAMI, FL. 33166

#### ARTICLE IX PREEMPTIVE RIGHTS

Preemptive rights shall be as follows:

1.- Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stocks of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other Corporation shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2.- The article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3.- No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the Corporation.

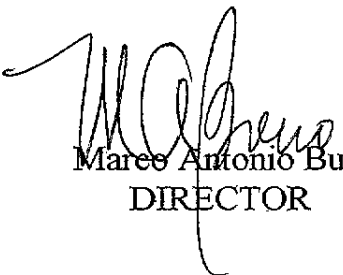
4.- These preemptive rights shall apply to any corporate obligation which is convertible to or exchange for any stock of the Corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to

acquire by subscription or purchase any stock of the Corporation.

## ARTICLE X AMENDMENTS

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

DATED: JUNE 9, 1999

  
Marco Antonio Bueno  
DIRECTOR

## CERTIFICATE OF DESIGNATION REGISTER AGENT/REGISTER OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organize 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 is M.A.V. INTERNATIONAL, CORPORATION.
- 2.- The name and address of the Registered Agent and Office is:

MARCO ANTONIO BUENO  
8391 N.W. 64 STREET  
MIAMI, FL. 33166

SIGNATURE:   
CORPORATE OFFICER  
Director

Date: JUNE 9, 1999

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 REGISTER 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:   
MARCO ANTONIO BUENO

JUNE 9, 1999

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TALLAHASSEE FLORIDA