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FLORIDA PROFIT CORPORATION OR P.A.

M & C INTERNATIONAL IMPORT & EXPORT, CORP.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 5, 1999

EMPIRE

SUBJECT: M & C INTERNATIONAL IMPORT & EXPORT, CORP.
REF: W99000022995

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION

OF

M & C INTERNATIONAL IMPORT & EXPORT, Corp.

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

ARTICLE ONE

The name of the corporation shall be:

M & C INTERNATIONAL IMPORT & EXPORT, Corp.


ARTICLE TWO

The principal place of business of this corporation shall be:

8005 Lake Drive
Suite 208
Miami, FL 33166

ARTICLE THREE

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or Nation.


Prepared by
Law Offices of Ivette Rodriguez, P. A.
Ivette Rodriguez, Esquire
Suite 500
Coral Gables, FL 33134
FL Bar # 0158496

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ARTICLE FOUR

The aggregate number of shares of stock and list par value that this corporation is authorized to have outstanding at any one time is:

60,000 SHARES OF COMMON STOCK AT \$.01 PAR VALUE

ARTICLE FIVE

This corporation is to exist perpetually.

ARTICLE SIX

There shall be one or more directors of this corporation.

ARTICLE SEVEN

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

**Andreina Mareiro, President & Treasurer
8005 Lake Drive
Apt: 208
Miami, Florida 33166**

**Jose Cabrera, Vice-President & Secretary
8005 Lake Drive
Apt: 208
Miami, Florida 33166**

ARTICLE EIGHT

The name and street address of the incorporator to these Articles of Incorporation is:

**Andreina Mareiro
8005 Lake Drive
Apt: 208
Miami, Florida 33166**

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ARTICLE NINE

The name and address of the initial registered agent is:

Ivette Rodriguez, P. A.
201 Alhambra Circle
Suite 500
Suite 500 Coral Gables, FL 33134

ARTICLE TEN

It is the intention of the initial Board of Directors to be taxed as a "small business corporation", under the provisions of the Internal Revenue Code and that the proper officers of the corporation be and they are hereby authorized and directed to evidence such election by completing and filing for 2553 of the United States Treasury Department with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of September, 1999.



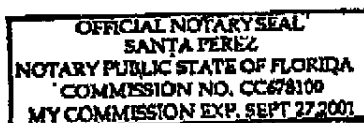
Andreina Mareiro

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Andreina Mareiro, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation or provided the following form of identification Fl. Driver License and acknowledged to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal this 4 day of October of 1999.





Notary Public, State of Florida

My Commission Expires:

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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ivette Rodriguez, P. A.
Registered Agent

Date: 10/4, 1999.

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