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To: Division of Corporations
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From: Account Name : GREENBERG TRAUER - FORT LAUDERDALE
Account Number : Z20040000196
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FLORIDA PROFIT CORPORATION OR P.A.

M2-USA, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M2-USA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is M2-USA, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: Attention: Jesús E. Cuza, 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is ten thousand (10,000) shares of common stock having a par value of \$.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2731 Executive Park Drive, Suite 4, Weston, Florida 33331. The name of the Corporation's registered agent at that office is NRAI Services, Inc.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation is Jesús E. Cuza, 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301.


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ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 14, 2005.



Jesus E. Cuza, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of M2-USA, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 14th day of October, 2005.

NRAI SERVICES, INC.

By: Mary Paris

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