

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

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STATE  
*05/09/02*

FLORIDA PROFIT CORPORATION OR P.A.  
TERAPEN, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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Fax Audit No.: H02-137766

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DIVISION OF CORPORATIONS  
STATE OF FLORIDA

ARTICLES OF INCORPORATION  
OF  
TERAPEN, INC.

ARTICLE I - NAME

The name of this corporation is TERAPEN, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

c/o 299 Alhambra Circle, Suite 203  
Coral Gables, Florida 33134.

05/09/02

ARTICLE III -- PURPOSE

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

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

299 Alhambra Circle, Suite 203  
Coral Gables, Florida 33134;

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Carlos M. Pazos	299 Alhambra Circle, Suite 203 Coral Gables, Florida 33134.

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of 12:01 A.M., May 9, 2002.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Jose Ganem	c/o 299 Alhambra Circle, Suite 203 Coral Gables, Florida 33134
Hernando Barrera	c/o 299 Alhambra Circle, Suite 203 Coral Gables, Florida 33134
Lilia Vargas	c/o 299 Alhambra Circle, Suite 203 Coral Gables, Florida 33134
Arles Perdomo	c/o 299 Alhambra Circle, Suite 203 Coral Gables, Florida 33134.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Carlos M. Pazos	299 Alhambra Circle, Suite 203 Coral Gables, Florida 33134.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 9<sup>th</sup> day of May, 2002.

//s/ Carlos M. Pazos

Carlos M. Pazos, Incorporator and Registered Agent

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