

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

NALOCEBAR CORP.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NALOCERAR CORP.
(a Florida corporation)

ARTICLE I

Name

The name of the Corporation is "NALOCERAR CORP." (hereinafter called the "Corporation").

ARTICLE II

Purpose

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

ARTICLE III

Initial Principal Office

The street address and mailing address of the initial principal office of the Corporation is 1500 Ocean Drive, #506, Miami Beach, FL 33139.

ARTICLE IV

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|----------------------------|-----------------------|
| 100 | \$.01 | COMMON VOTING |

ARTICLE V

Initial Registered Agent

The street address of the initial registered office of the Corporation is:

CSC

The name of the initial registered agent of the Corporation at that address is:

1201 Hays Street, Tallahassee, Florida, 32301

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ARTICLE VI

Incorporator

The name and address of the sole incorporator of the Corporation is Carlos J. Reyes, 515 E. Lass Olas Blvd., Suite 1400, Ft. Lauderdale, FL 33301.

ARTICLE VII

Initial Board of Directors

The Corporation's Board of Directors (the "**Board of Directors**") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The name and address of the initial director of the Corporation is:

Nayade de Peche

ARTICLE VIII

Limitation on Director Liability

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX

Indemnification

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X

Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may

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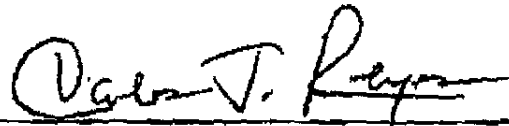
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thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

ARTICLE XI
Amendment

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of NALOCEBAR CORP. this 5th day of November, 2002.



Carlos J. Reyes
Incorporator

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**CONSENT OF REGISTERED AGENT
OF
NALOCEBAR CORP.**

The undersigned, CSC, having been named as registered agent and to accept service of process for NALOCEBAR CORP., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby 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 the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

CSC
Registered Agent

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