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FLORIDA PROFIT CORPORATION OR P.A.

inversiones machiavelo, inc.

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Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

5-24-04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 21, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: INVERSIONES MACHIAVELO, INC.
REF: W04000019653

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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(4)

ARTICLES OF INCORPORATION

OF

INVERSIONES MACHIAVELO, INC.

The undersigned incorporator(s), for the purposes of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **INVERSIONES MACHIAVELO, INC.**

ARTICLE II - PRINCIPAL OFFICE

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

**1100 West Avenue, Suite 1601
Miami, FL 33139**

ARTICLE III - PURPOSE

The purpose of this corporation shall be: **Management Services**

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100.**

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Maria T. Lopez
2000 Ponce de Leon Boulevard, 6th Floor
Coral Gables, FL 33134**

Prepared by:
**Maria T. Lopez
2000 Ponce de Leon Boulevard, 6th Floor
Coral Gables, FL 33134**

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ARTICLE VI - BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

**Michele Scarpino
1100 West Avenue, Suite 1601
Miami, FL 33139**

ARTICLE VII - OFFICER(S)

The name and address of the officers of this corporation shall be:

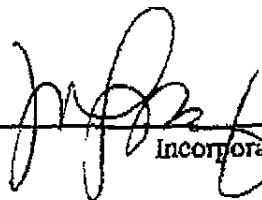
**Michele Scarpino, President/Secretary
1100 West Avenue, Suite 1601
Miami, FL 33139**

ARTICLE VIII - INCORPORATOR(S)

The name and address of the incorporator to these Articles of Incorporation shall be:

**María T. Lopez
2000 Ponce de Leon Boulevard, 6th Floor
Coral Gables, FL 33134**

The undersigned has executed these Articles of Incorporation this 19 day of May, 2004.



Incorporator


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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 621, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits, organized under the statement in designating the registered office / registered agent, in the State of Florida.

First that **INVERSIONES MACHIAVELLO, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation has named **MARIA T. LOPEZ**, located at **2000 Ponce de Leon Boulevard, 6th Floor, City of Coral Gables, County of Miami-Dade, State of Florida**, as its agent to accept service of process within this state.

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 REGISTERED AGENT AND AGREE TO ACT IN THE 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.



REGISTERED AGENT

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