

JAN 07 2005 17:55 SANCHEZ-ABALLI & ALVAREZ P. 8 of 1  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**EL HUALLE 1 CORP.**

|                       |         |
|-----------------------|---------|
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ARTICLES OF INCORPORATION  
OF  
EL HUALLE 1 CORP.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and the principal place of business and mailing address of this Corporation shall be:

EL HUALLE 1 CORP.  
801 Brickell Avenue, Suite 2380  
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$ 0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

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**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

801 Brickell Avenue, Suite 2380  
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

TTK Service LLC

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have four (4) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**

**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

| <u>Name</u>               | <u>Street Address</u>                                   |
|---------------------------|---|
| José Antonio Guzmán Matta | 801 Brickell Avenue, Suite 2380<br>Miami, Florida 33131 |
| Juan Larraín Doggenweiler | 801 Brickell Avenue, Suite 2380<br>Miami, Florida 33131 |
| Alfonso Guzmán Matta      | 801 Brickell Avenue, Suite 2380<br>Miami, Florida 33131 |

Nicolás Guzmán Cruzat

801 Brickell Avenue, Suite 2380  
Miami, Florida 33131

ARTICLE VIII  
INCORPORATOR

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

| <u>Name</u>     | <u>Street Address</u>                                   |
|-----------------|---|
| TTK Service LLC | 801 Brickell Avenue, Suite 2380<br>Miami, Florida 33131 |

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 7th day of January, 2005.

TTK SERVICE LLC, Incorporator

By:

  
Rafael Sánchez-Aballí, President

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, EL HUALLE 1 CORP. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 801 Brickell Avenue, Suite 2380, Miami, Florida 33131, has named TTK Service LLC, located thereat as its registered agent to accept service of process within this state.

TTK SERVICE LLC, Incorporator

By: Rafael Sánchez Aballí  
Rafael Sánchez Aballí, President

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

TTK SERVICE LLC

By: Rafael Sánchez Aballí  
Rafael Sánchez Aballí, President

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