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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FARMERS GROUP CORP.

AUDIT NUMBER.....H98000000732

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF FARMERS GROUP CORP.**

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

ARTICLE I -- NAME

The name of this corporation shall be: Farmers Group Corp.

ARTICLE II -- PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE V -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 22605 SW 184 Avenue, Miami, Florida 33170.

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Leo Benitez, Esquire
2151 LeJeune Road
Mezzanine Level
Coral Gables, Florida 33134
Telephone No. (305) 444-8300
Facsimile No. (305) 444-8213
Florida Bar No. 830992

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ARTICLE VI -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and principal address of the initial registered agent is: Leo Benitez, Esquire, Capital Bank Building, Mezzanine Level, 2151 LeJeune Road, Coral Gables, Florida 33134-4200.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided for in the By-laws, but shall never be less than one. The names and addresses of the initial director of this corporation is:

1. Gustavo Villoldo, 22605 SW 184 Avenue, Miami, Florida 33170, who shall be the initial president.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IX -- INCORPORATORS

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

1. Leo Benitez, Capital Bank Building, Mezzanine Level, 2151 LeJeune Road, Coral Gables, Florida 33134-4200.

ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

Leo Benitez, Esquire
2151 LeJeune Road
Mezzanine Level
Coral Gables, Florida 33134
Telephone No. (305) 444-6500
Facsimile No. (305) 444-6215
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ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

ARTICLE XII - VOTING RIGHTS

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporators until such time as the stock of the corporation is issued to the subscribers of the stock of this corporation. The authority of the incorporators shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of time prior to the issuance of stock to the subscribers and the meeting of the first Board of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

The undersigned incorporator has executed these Articles of Incorporation on this 12 day of January 1998.

LEO BENITEZ

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Leo Benitez, Esquire
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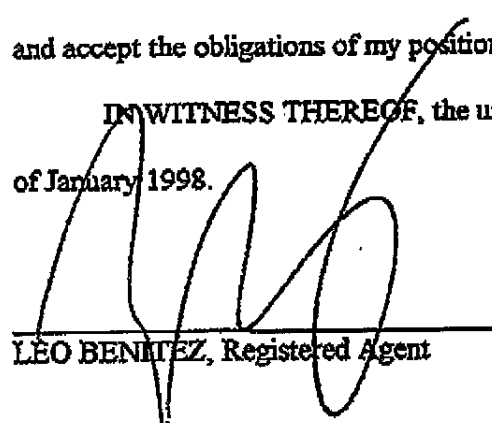
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Farmers Group Corp.
2. The name and address of the registered agent and office is: Leo Benitez, Esquire, Capital Bank Building, Mezzanine Level, 2151 LeJeune Road, Coral Gables, Florida 33134-4200.

Having been named as the 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 this 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 positions as registered agent.

IN WITNESS THEREOF, the undersigned has executed this Certificate on this 12 day of January 1998.


LEO BENITEZ, Registered Agent

1/12/98
Date

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