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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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FROM: EMPIRE CORPORATE
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NAME: METROPOLITAN INVESTMENTS CORP.
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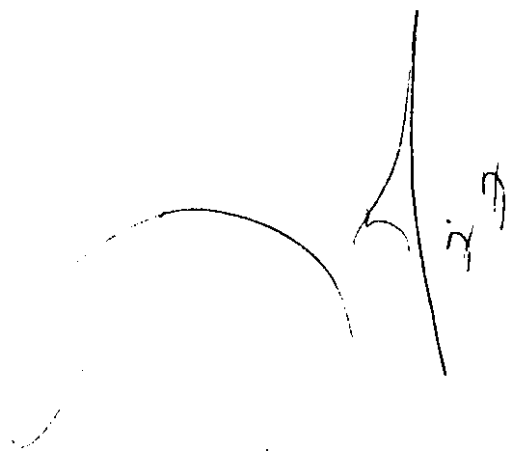
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FILED
MAY 19 1995
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF

METROPOLITAN INVESTMENTS CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 19 9 45 AM '58

FILED

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: METROPOLITAN INVESTMENTS CORP.

ARTICLE II

The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

a) To carry on a general investment and management consultant and advisory business relating to the investments and the operation of business, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain

NANCY I. FERNANDEZ, ESQ.
201 SEVILLA, SUITE 310
MIAMI, FLORIDA 33134

(305) 446-1958

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executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of business and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

To subscribe for, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, grant security interests

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in, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest of other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and promote, manage, participate in, and act as agent for any underwriting, purchase, or selling syndicate or group and otherwise to take part in and assist, in any legal manner, by guaranty or otherwise, the purchase, sale; or distribution of any such securities; to promote, finance, aid, and assist, financially or otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or other entity, located in or organized under the laws of any part of the world;

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to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world; to continue, alter, extend, and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired; and to act as financial, commercial, special, or general agent or representative of bodies politic, corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world.

To act as public relations and research counsellors and promotion, merchandising, and industrial counsellors and business consultants, and in connection therewith to render management, negotiation, research, technical, and advisory services to persons, firms, corporations, and others in connection with their relations with employees, associates, stockholders, government officials and agencies, and the general public and any person or special group.

To serve in an advisory, managerial, and consultative capacity to corporations, associations, partnerships, individuals, and others, to establish and maintain

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bureaus, departments, and laboratories for industrial, financial, statistic, inventory, and other research work, and to engage generally in the business of providing, promoting, and establishing systems, methods, and controls for industrial and managerial efficiency and operations.

To investigate systems, methods, and controls of manufacturing, plant operations, packing, storing, shipping, marketing, inventories, accounting, and other operations integral to any and all types of businesses and to make recommendations, revise, adapt, modernize, and establish economies to effect industrial and managerial efficiency and in connection therewith to take over the entire operation and business of any type of industry or other forms of endeavor and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

To devise, develop, create, inaugurate, and contract for the establishment, installation, and sale and rental of systems, methods, and controls for efficient operation and management of industrial manufacturing, mercantile, commercial, or other business concerns, firms, partnerships, associations, and corporations and to provide, make available, and furnish maintenance and supervision and to train and instruct individuals in the operation, installation, and maintenance of such systems, methods, and controls.

So far as authorized by the law under which this certificate is drawn: to examine and inspect the books and accounts of others, to devise and install financial, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to compile statistics as an

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aid to the officers of the corporations and other persons in the making of reports and statements; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by business management experts; to warrant the accuracy of the work done or services performed by it, but not to engage in the practice of accounting.

To engage in the business of buying, selling, and otherwise dealing in or with, in any manner whatsoever, as broker, agent, or principal, and on commission or otherwise, options and all other manner of contracts respecting the purchase, sale, or other disposition of shares, bonds, notes, mortgages, debentures, and other securities or any interest therein.

To acquire in any manner, subscribe for, purchase, and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, mortgage, grant a security interest in, pledge, or otherwise deal in or with shares of stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness, including bills of exchange, of any corporation, association, firm, individual, or government or subdivision thereof; to issue in exchange therefor shares of the capital stock, bonds, mortgages, debentures, notes, or other obligations of the Corporation or otherwise to make payment therefor in any lawful manner; to possess and exercise in respect thereof all the rights, powers, and privileges in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, including the right to vote upon any thereof; insofar as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares of stock and the principal of and interest on bonds, mortgages, debentures, notes and other obligations, contracts, and evidences of indebtedness, and to aid in any other manner any corporation whose shares, bonds, or other obligations are held by the Corporation or in which the Corporation is in anywise interested;

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and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose.

To improve, manage, develop, sell, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation, and from time to time to vary any investment or employment of funds of the Corporation.

To investigate and report with respect to, and to undertake, carry on, aid, assist, or participate in, the reorganization or liquidation of any corporation, association, or firm, to take charge of the properties, manage the affairs, and conduct the business of any such corporation, association, or firm; and in connection with the foregoing, and on its own behalf, to purchase or otherwise acquire, hold, own, develop, improve, lease, exchange, sell, mortgage, grant a security interest in, convey, or otherwise dispose of and deal in and with lands and leaseholds and any interest and rights in real or personal property wherever situated, and also any franchises, rights, licenses, or privileges necessary or appropriate for any of the purposes herein expressed.

To purchase or otherwise acquire the goodwill, rights, property, and franchises and to take over as a going concern the whole of any part of the assets and liabilities of any person, firm, association, or corporation engaged in the same or similar business, and to hold or in any manner dispose of the whole or any part of the property so acquired; to merge or consolidate with any corporation in such manner as may be permitted by law; and to continue and conduct the whole or any part of any business acquired, insofar as a corporation of this character may lawfully do so, with the right to exercise all powers necessary or convenient in and about the conduct and management of such business, and to engage in any lawful act or activity for which corporations may be organized under the law.

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b) To carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

c) To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

d) To such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporation organized thereunder, and all the powers

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conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of stock of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be no less than one thousand dollars (\$1,000.00).

ARTICLE V

The initial post-office address of the principal office of this corporation in the State of Florida shall be the City of Coral Gables , County of Dade at 201 Sevilla, Suite 301, Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this Corporation shall be Jaime Cuevas and the Registered Address shall be 13334 S.W. 46 Lane, Miami, Florida.

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ARTICLE VIII

This Corporation shall have no less than one Directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The names and post-office addresses of the members of the ~~First~~ Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

Gianni Garibaldi
201 Sevilla, Suite 301
Coral Gables, Florida 33134

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ARTICLE X

The Names and post-office addresses of the first officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Law of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Gianni Garibaldi President/Secretary/Treasurer
201 Savilla, Suite 301
Coral Gables, Florida 33134

ARTICLE XI

The names and post-office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

Sociedad Financiera Creditos Internacionales Credinsa S.A.
Jose Mascote 605
Guayaquil, Ecuador

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ARTICLE XII

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XIII

All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIV of this Certificate.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by Law.

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Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

Preemptive Rights: Every Shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 9th day of May, 1995.


GIANNI GARIBALDI

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STATE OF FLORIDA
COUNTY OF DADE §§

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the above State and County to take acknowledgments, personally appeared

GIANNI CARIBALDI

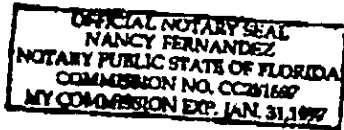
to me well known and known to me to be the persons described in and who executed these Articles of Incorporation, and they acknowledge before me that they subscribe to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, this 9th day of May, 1995. I relied upon the following as

identification: Own personal knowledge

NOTARY PUBLIC State of Florida at Large

My Commission Expires:



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CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Metropolitan Investments Corp. qualified to do business under the laws of the State of Florida with its principal office at 201 Sevilla, Suite 301 County of Dade, State of Florida, has appointed Jaime Cueva 13334 S.W. 46 Lane City of Miami County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT
95 MAY 19 PM 4:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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