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TALLAHASSEE, FLORIDA

B. BROCK JAN 2 8 1998

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

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ARTICLE I - NAME

The name of the corporation shall be:

ACYL CORPORATION

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is: To engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One hundred (100) Shares of common stock, of Five and 00/100 Dollars ($5.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than Five hundred and 00/100 Dollars ($500.00).

ARTICLE V - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address in this State of the principal office of the Corporation shall be;

10495 NW 27TH AVENUE
MIAMI, FLORIDA 33147

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

ARTICLE VII - DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may prescribed by the By-Laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation. as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore and hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connetion with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been know to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereof to autorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

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

NAME	TITLE	ADDRESS
SEVERINO GOENAGA	President	10495 NW 27TH AVENUE MIAMI, FL 33147
JOSE R. ALVAREZ	Vice-President	10495 NW 27TH AVENUE MIAMI, FL 33147
JACINTO R. CAPOTE	Treasurer	10495 NW 27TH AVENUE MIAMI, FL 33147

ARTICLE IX - INCORPORATORS

The names and address of each incorporator of these Articles of Incorporation are as follows:

NAME	ADDRESS
SEVERINO GOENAGA	10495 NW 27TH AVENUE MIAMI, FL 33147
JOSE R. ALVAREZ	10495 NW 27TH AVENUE MIAMI, FL 33147
JACINTO R. CAPOTE	10495 NW 27TH AVENUE MIAMI, FL 33147

ARTICLE X - OFFICERS

The officer of this Corporation shall be a President. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII - REGISTERED AGENT AND REGISTERED ADDRES

JACINTO R. CAPOTE

10495 NW 27TH AVENUE
MIAMI, FL 33147

ACCEPTANCE OF DESIGNATION

OF RESIDENT AGENT

The undersigned, named as Resident Agent in the Articles of **ACYL CORPORATION**, does hereby accept the designation of Resident Agent and agrees to perform those duties until and unless removed by the Board of Directors of said Corporation.

Date at **MIAMI, DADE COUNTY, FLORIDA**, this 15 day of JANUARY, 1998

JACINTO R. CAPOTE

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hands and seals this 15 day of JANUARY, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

JACINTO R CAPOTE

STATE OF FLORIDA

SS: COUNTY OF DADE

BEFORE ME, personally appeared JACINTO R CAPOTE, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County.

Florida, this 15 day of JANUARY, 1998.

Gilberto Montano

Notary Public, State of Florida at Large.

My commission expires:

OFFICIAL NOTARY SEAL
GILBERTO MONTANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC628296
MY COMMISSION EXP. MAR. 9,2001

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TALLAHASSEE, FLORIDA