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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

f.n. key corp.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

F.N. KEY CORP.,
a Florida Corporation

ARTICLE I-NAME

The name of this Corporation is F.N. KEY CORP., a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge L. Lopez-Garcia, Esq., 395 Alhambra Circle, Suite 301, Coral Gables, Florida 33134. The initial corporate address of this corporation is 395 Alhambra Circle, Suite 301, Coral Gables, FL 33134.

This Instrument Prepared By:
Jorge L. Lopez-Garcia, Esq.
FL Bar No. 0861685
Rodriguez Lopez-Garcia, P.A.
395 Alhambra Circle, Suite 301
Coral Gables, FL 33134 (305)441-2171

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have THREE (3) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Director is:

NAME

ADDRESS

Raul Francisco Larrauri

395 Alhambra Circle, Suite 301

Coral Gables, Florida 33134

Pabiana Teresita Larrauri

395 Alhambra Circle, Suite 301

Coral Gables, Florida 33134

Berta Angela Narbeburu

395 Alhambra Circle, Suite 301

Coral Gables, Florida 33134

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

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

ARTICLE X-INCORPORATOR

The person signing these articles is Jorge L. Lopez-Garcia.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
3 day of JAN, 2001.


 Jorge L. Lopez-Garcia

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 TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
 STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
 ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT
 IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
 OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF
 HIS/HER DUTIES.

Dated this 3 day of JAN, 2001.


 Jorge L. Lopez-Garcia

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