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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (950) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

ARC
MATILDA CORPORATION

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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(3)

ARTICLES OF INCORPORATION
OF

MATILDA ARC CORPORATION

THE UNDERSIGNED, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

MATILDA ARC CORPORATION

ARTICLE II

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) SHARES with a par value of FIVE AND NO/100 (\$5.00) DOLLARS each share.

MARCO DE LA CAL, ESQUIRE
Florida Bar No. 314587
999 Ponce de Leon Boulevard
Suite 720
Coral Gables, FL 33134
Ph: (305) 444-3800

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TALLAHASSEE, FLORIDA

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ARTICLE V

The street address of this corporation's initial registered office is:

**250 Catalonia Avenue, Suite 506
Coral Gables, Florida 33134**

and the name of its initial Registered Agent at such address is:

JOHN PAUL ARCIA

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as members thereof are as follows:

**JOHN PAUL ARCIA
250 Catalonia Avenue, Suite 506
Coral Gables, Florida 33134**

**RALPH (RAFAEL) RAMIREZ
250 Catalonia Avenue, #506
Coral Gables, Florida 33134**

**JESUS GARCIA
250 Catalonia Avenue, Suite 506
Coral Gables, Florida 33134**

ARTICLE VII

The principal office and/or mailing address of the Corporation are as follows:

**250 Catalonia Avenue, Suite 506
Coral Gables, Florida 33134**

ARTICLE VIII

The names and addresses of this corporation's incorporators are as follows:

**JOHN PAUL ARCIA
250 Catalonia Avenue, Suite 506
Coral Gables, Florida 33134**

**RALPH (RAFAEL) RAMIREZ
250 Catalonia Avenue, #506
Coral Gables, Florida 33134**

**JESUS GARCIA
250 Catalonia Avenue, Suite 506
Coral Gables, Florida 33134**

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

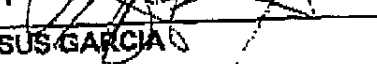
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 27th day of February, 2002.



JOHN PAUL ARCIA



RALPH (RAFAEL) RAMIREZ

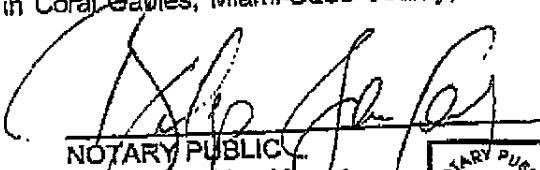


JESUS GARCIA

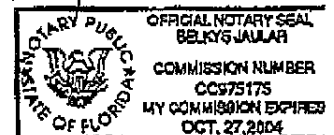
STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

WE HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JOHN PAUL ARCIA, RALPH (RAFAEL) RAMIREZ and JESUS GARCIA, well known to be the persons described in the foregoing Articles of Incorporation of MATILDA ARC CORPORATION, and executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals in Coral Gables, Miami-Dade County, Florida, on this 27th day of February, 2002.



NOTARY PUBLIC
State of Florida at Large



My Commission Expires:

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RESIDENT AGENT CERTIFICATE

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

That **MATILDA ARC CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Miami-Dade County, Florida, has named **JOHN PAUL ARCIA**, at 250 Catalonia Avenue, Suite 506, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

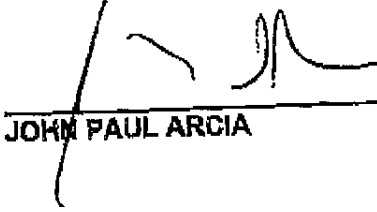


JOHN PAUL ARCIA


RALPH (RAFAEL) RAMIREZ


JESUS GARCIA
ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the 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.



JOHN PAUL ARCIA

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