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Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

REGISTERED AGENT CORPORATE SERVICES, INC.

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**ARTICLES OF INCORPORATION
OF
REGISTERED AGENT CORPORATE SERVICES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is: REGISTERED AGENT CORPORATE SERVICES, INC.

The corporation's initial place of business shall be at 806 Douglas Road, 580, Coral Gables, Florida 33134.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these Articles.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Mailing Address

The initial mailing address of the corporation is 806 Douglas Road, Suite 580, Coral Gables, Florida 33134.

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Article V

Capital Stock

- (a) Authorized Capital. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock each having \$0.01 par value.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 806 Douglas Road, Suite 580, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Raul Valdes-Fauli.

Article VII

Directors

- (a) Number. This corporation shall initially have two directors. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors are:

Raul Valdes-Fauli
806 Douglas Road
Suite 850
Coral Gables, FL 33134

Juan E. Serralles
806 Douglas Road
Suite 850
Coral Gables, FL 33134

- (b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request

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of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (a) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (b) A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (c) Reckless or an act or omission, which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall stop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he/she had reasonable cause to believe that this conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders, if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street of the incorporator of this corporation are:

Raul Valdes-Fauli
806 Douglas Road
Suite 580
Coral Gables, FL 33134

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Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 24th day of August, 2005.



Raul Valdes-Fauli, Incorporator

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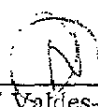
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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **REGISTERED AGENT CORPORATE SERVICES, INC.** at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dated this 24th day of August, 2005.



Raul Valdes-Fauli

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