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**FLORIDA PROFIT/NON PROFIT CORPORATION
RUSO BAY, INC.**

| | |
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**ARTICLES OF INCORPORATION
OF
RUSO BAY, INC.**

The undersigned, acting as incorporator of RUSO BAY, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is RUSO BAY, INC. (the "Corporation").

ARTICLE II. MAILING AND BUSINESS ADDRESS

The mailing and business address of the Corporation is:

c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

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ARTICLE VII. DIRECTORS

The name and address of the initial directors of the Corporation are as follows:

Juan Felipe Ruiz Ortiz
c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

Patricia Sosa de Ruiz
c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE VIII. OFFICERS

The name and address of the officers and the offices held by such individuals are as follows:

| <u>Name</u> | <u>Address</u> | <u>Offices</u> |
|------------------------|--|----------------|
| Juan Felipe Ruiz Ortiz | c/o 201 S. Biscayne Blvd. Suite 800 Miami, Florida 33131 | President |
| Patricia Sosa de Ruiz | c/o 201 S. Biscayne Blvd. Suite 800 Miami, Florida 33131 | Secretary |

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

James M. Meyer, Esq.
201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

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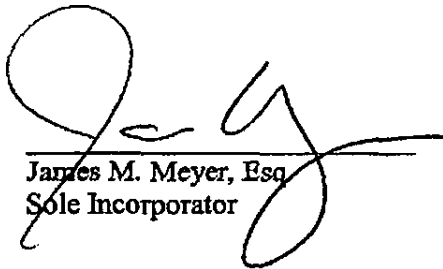
ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 20th day of April, 2012.



James M. Meyer, Esq.
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

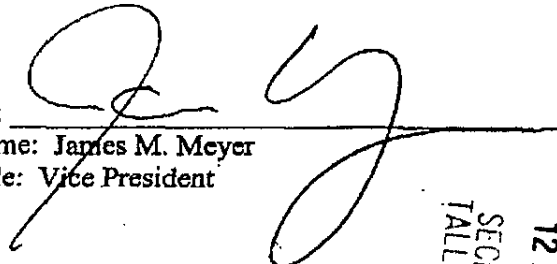
RUSO BAY, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 20th day of April, 2012.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: James M. Meyer
Title: Vice President

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