

12/23/2008

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GREENBERG TRAUERIG → 074319000000918506176380

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Division of Corporations

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**CARBEN, INC.**

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*Amended  
 Restated  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CARBEN, INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, Carben, Inc., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the sole shareholder of the Corporation approved such amendments by means of a unanimous written consent effective as of December 18, 2008. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted, and proposed and recommended for action by the sole shareholder and by the Board of Directors by unanimous written consent effective as of December 18, 2008.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARBEN, INC.**

**ARTICLE I - NAME**

The name of this Corporation is Carben, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose for which this Corporation is formed is to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

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**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the office of the Corporation is 8600 N.W. 17<sup>th</sup> Street, Suite #130, Miami, Florida 33126.

**ARTICLE V - CAPITAL STOCK**

This Corporation is authorized to issue one hundred (100) shares of common stock having no par value.

**ARTICLE VI - BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

**ARTICLE VII - REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 1200 S. Pine Island Road, Suite 250, Plantation, FL 33324, and the name of its registered agent at such office is CT Corp.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 18th day of December 2008.

CARBEN, INC.

By: 

Name: Gustavo Camacho Carvajal

Title: President 

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