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FLORIDA PROFIT CORPORATION OR P.A.
Financial
HEMISFERIX ENGINEERING, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 31, 2000

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SUBJECT: HEMISFERIX FINANCIAL ENGINEERING, INC.
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HEMISFERIX FINANCIAL ENGINEERING, INC.**

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

ARTICLE I-NAME

The name of the corporation is Hemisferix Financial Engineering, Inc. The principal office of the corporation is at: 1925 Brickell Ave., Ste. D301, Miami, Florida 33129 .

ARTICLE II-DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III--PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV--STATED CAPITAL

The corporation is authorized to issue 1000 shares of one Dollar(s) (\$1.00) per value common stock.

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Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have (2) directors initially. The number of directors may hereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

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The name and street address of the initial Director who shall hold office is :

Hilario Gonzalez II , PRESIDENT

Leonel F. Valle, VICE-PRESIDENT, SECRETARY

1925 Brickell Ave., Ste. D301, Miami, Fl 33129

ARTICLE VI-BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII-INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

Hilario Gonzalez II, 1925 Brickell Ave., Ste. D301, Miami, Fl 33129

ARTICLE IX-INITIAL REGISTERED OFFICER AND AGENT

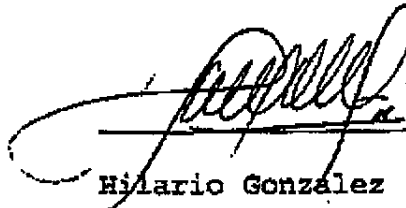
The street address of the initial registered officer of the

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corporation shall be the same as the principal office of the Corporation and the name of the initial registered agent is Hilario Gonzalez II.

IN WITNESS WHEREOF, the undersigned as incorporator do hereby execute these Articles of Incorporation, this 28th day of January, 2000.



(SEAL)
Hilario Gonzalez II

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STATE OF FLORIDA)

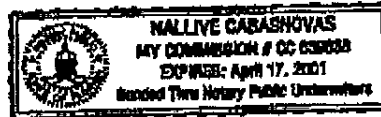
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared Hilaric Gonzalez II known to me and known by the person who executed the foregoing Articles of Incorporation and who acknowledged that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of January, 2000, at Miami, Dade County, Florida.

Nalivi Casanova

NOTARY PUBLIC, My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST THAT, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY

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OF MIAMI, STATE OF FLORIDA, HAS NAMED HILARIO GONZALEZ II, LOCATED AT 1925 Brickell Ave., Ste. D301, Miami, Florida 33129 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
Hilario Gonzalez II, President

Date: January 28, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
REGISTERED AGENT

DATE: 1/28/00

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00 FEB -1 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Hilario Gonzalez II, Attorney at Law
Bar No. 196840
1925 Brickell Ave. Ste. D301, Miami, Fl 33129

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