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FILED  
00 FEB -4 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 31, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32399

700003124647--6  
-02/04/00--01085--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Delphi Design and Development, Inc.

Dear Madam or Sir:

Enclosed herewith you will find original and two copies of the Articles of Incorporation of the above-referenced corporation, together with money order in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
Total:	\$ 78.75

Please return a certified copy (less than 8 pages) to me as soon as possible to the following address:

Oscar Machado, President  
Delphi Design and Development, Inc.  
c/o Olga L. Aleman-Fernandez, R.A.  
1177 S.W. 23 Avenue  
Miami, Florida 33135

D. BROWN FEB 1 0 2000

ARTICLES OF INCORPORATION  
OF  
DELPHI DESIGN AND DEVELOPMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is:  
DELPHI DESIGN AND DEVELOPMENT, INC.

ARTICLE II - PRINCIPAL MAILING ADDRESS OF BUSINESS

The mailing address of the Corporation shall be 2728 S.W. 24 Avenue, Unit A, Coconut Grove, Florida 33133.

ARTICLE III - DURATION

This Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1500 San Remo Avenue, Suite 177, Coral Gables, Florida 33146, and the name of the initial registered agent at such address shall be Olga L. Aleman-Fernandez, Esq.

#### ARTICLE VII - OFFICERS

The names and addresses of the officers of the Corporation are as follows:

Oscar Machado - President  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

Sonia Cruz de Baltodano - Vice President  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

Maria Eugenia Blanco - Secretary/Treasurer  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. The name and address of the directors are:

Oscar Machado  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

Sonia Cruz de Baltodano  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

Maria Eugenia Blanco  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Oscar Machado  
2728 S.W. 24 Avenue, Unit A  
Coconut Grove, Florida 33133

#### ARTICLE X - BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

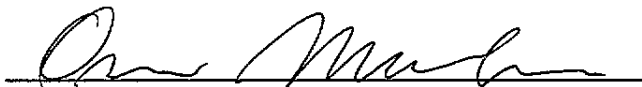
**ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by the laws of the State of Florida.

**ARTICLE XII - AMENDMENT**

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

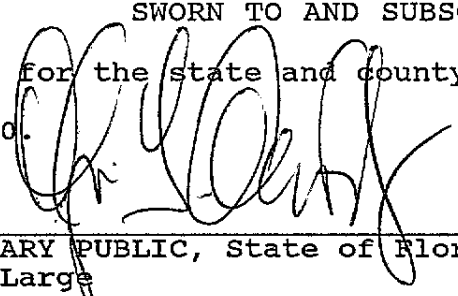
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 2000.

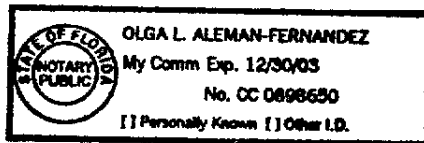


STATE OF FLORIDA                     )  
  )   SS:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county aforesaid, personally appeared Oscar Machado who is personally known to me or who produced PA. Driver's License as identification and executed the foregoing Articles of Incorporation and acknowledged before me that the same were subscribed.

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the state and county aforesaid this 27th day of January, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large



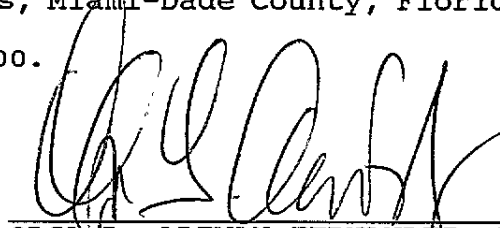
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT FOR  
DELPHI DESIGN AND DEVELOPMENT, INC.**

**FILED**  
00 FEB -4 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for **DELPHI DESIGN AND DEVELOPMENT, INC.** pursuant to Article VI of the Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Miami-Dade County, Florida, on this the 27<sup>th</sup> day of January, 2000.



OLGA L. ALEMAN-FERNANDEZ, ESQ.  
1500 San Remo Avenue, Suite 177  
Coral Gables, Florida 33146  
(305) 666-6010