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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CODAM AMERICA CORPORATION

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**ARTICLES OF INCORPORATION
OF
CODAM OF AMERICA CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be CODAM OF AMERICA CORPORATION. The principal place of business and address is 13015 SW 132 Avenue, Miami, Florida, 33186.

ARTICLE II

Duration

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III

Purpose

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

Registered Agent and Office

The name and office address of this corporation's initial registered agent is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

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PREPARED BY:
LEE C. SCHMACHTENBERG, ESQ.
1533 SUNSET DRIVE, SUITE 201
CORAL GABLES, FL 33143
(305) 868-4676
FLORIDA BAR NO. 175843

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ARTICLE VI
Incorporator

The name and address of the incorporator is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

ARTICLE VII
Board of Directors

The corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial member(s) of the Board of Directors of this corporation : Elias Avelar, 13015 SW 132 Avenue, Miami, Florida, 33186 and Jose M. C. Recio, 13015 SW 132 Avenue, Miami, Florida, 33186.

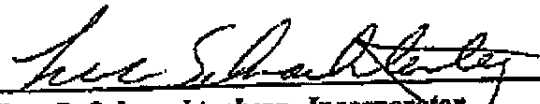
ARTICLE VIII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IV
Amendments

The power to adopt, alter, amend or repeal these Articles of Incorporation and the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 8th day of May, 2000.


Lee C. Schmachtenberg, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.


Lee C. Schmachtenberg, Registered Agent

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STATE OF FLORIDA)

) ss

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **Lee C. Schmachtenberg**, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 8th day of May, 2000.

Maria Cristina Poza

Notary Public, State of Florida

My Commission Expires:



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