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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

complus america, inc.

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B. McKnight JUN 19 2000

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6/16/00 5:16 PM

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(4)

ARTICLES OF INCORPORATION
of
COMPLUS AMERICA, INC.

The UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are determined in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of the corporation shall be:

COMPLUS AMERICA, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

Principal place of business and mailing address
The principal place of business and mailing address of this corporation shall be:

9910 N.W. 80th Avenue
Bay C2
Hialeah Gardens, FL 33016

ARTICLE IV
Purpose

The specific purpose(s) for which the corporation is organized is(are):

Any legal purpose under Florida law

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 (one hundred) having a par value of \$1.00 (one dollar).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only 1 (one) class of stock of this corporation.

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SHELDON ZIPKIN, P.A.
ATTORNEY AT LAW
2020 N.E. 163rd STREET, SUITE 300
NORTH MIAMI BEACH, FL 33162

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Shares of stock in the corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE VI

The name and the street address of the initial Registered Agent is:

Alejandro Tome
9910 N.W. 80th Avenue
Bay C2
Hialeah Gardens, FL 33016

ARTICLE VII

The initial Board of Directors shall consist of one person who is to serve as the initial Director and this person is:

Alejandro Tome

ARTICLE VIII

The name(s) and the street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

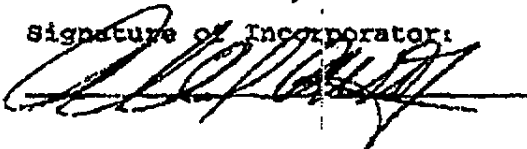
Alejandro Tome
9910 N.W. 80th Avenue
Bay C2
Hialeah Gardens, FL 33016

The undersigned incorporator has executed these Articles of Incorporation this

June 16, 2000

(An additional article must be added if an effective date is requested)

Signature of Incorporator:



Alejandro Tome
Typed name of incorporator

(Notarization is not required)

FORM\CORPORAT\PROFIT.MAT

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SHELDON ZIPKIN, P.A.
ATTORNEY AT LAW
2020 N.E. 183rd STREET, SUITE 300
NORTH MIAMI BEACH, FL 33162

312300

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 1617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation:

Complus America, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Alexandro Tame
(Name)

9910 N.W. 80th Avenue, Bay C2
(P. O. Box or Mail Drop Box NOT acceptable)

Miracah Gardens, FL 33016
(City/State/Zip)

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered agent
and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

[Signature]
(Signature)

6/16/00
(Date)

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