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DAVID R. FLETCHER

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Bar Designated:  
Immigration/Naturalization

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August 21, 2000

Secretary of State  
The Capitol  
Tallahassee, Florida 32302

RE: CONSORCIO RTCH S.A. de C.V.

Sir / Madam:

Enclosed for filing with your office are the Articles of Incorporation of the above-captioned corporation. I have also enclosed my firm check in the amount of \$78.75 for the required filing fee.

Please process these as soon as possible and return a conformed file copy.

Thank you for your attention to this matter.

300003374903--4  
Sincerely, -08/28/00--01103--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

  
David R. Fletcher

DRF/gd  
ENC

FILED  
00 SEP -8 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 30, 2000

DAVID R. FLETCHER  
541 EAST MONROE STREET  
JACKSONVILLE, FL 32202

SUBJECT: CONSORCIO RTCH S.A. DE C.V.  
Ref. Number: W00000021284

We have received your document for CONSORCIO RTCH S.A. DE C.V. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 900A00046314

ARTICLES OF INCORPORATION

OF

CONSORCIO RTCH S.A. de C.V., INC.

I - NAME

The name of this corporation is:

Consortio RTCH S.A. de C.V., INC.

II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

III - GENERAL PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of stock of the par value of (\$1.00) each, which shall be designated "Common Shares."

V - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 541 East Monroe Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is David R. Fletcher.

VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially.

The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
David R. Fletcher	541 East Monroe Street Jacksonville, Florida 32202

VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
David R. Fletcher	541 East Monroe Street Jacksonville, Florida 32202

VIII - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22nd day of June, 2000.

  
\_\_\_\_\_  
DAVID R. FLETCHER

STATE OF FLORIDA    )  
                              ) ss.  
COUNTY OF DUVAL    )

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared \_\_\_\_\_, who is personally known to me or who presented \_\_\_\_\_ as identification, he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and  
Official Seal at Jacksonville, County and State aforesaid, this 22nd  
day of June, 2000.

Carol A. Spivey  
Notary Public, State of Florida  
at Large.  
My Comm. expires: \_\_\_\_\_

CAROL A. SPIVEY  
Notary Public, State of Florida  
My Comm. expires Mar. 26, 2001  
Comm. No. CC 633355

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:

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

STATE OF FLORIDA HAS NAMED: David R. Fletcher

LOCATED AT: 541 East Monroe Street  
Jacksonville, Florida 32202

CITY OF JACKSONVILLE, STATE OF FLORIDA, ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

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

SIGNATURE

DATE

00 SEP -8 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED