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		(830) 68	1-0328	OFFICE USE ONLY 814624/7875U	
				September 26, 2000	
	Filing Evidence  Plain/Confirmati	Invermag			
□ Certified Copy			□ Certifica	ate of Good Standing	
Retrieval Request			Articles & Amendments		
□ Photocopy			□ Certificate of Fictitious Name		
	□ Certified Copy			1000024049512	
	NEW FILINGS		AMENDMENTS	1000034049519 -09/26/0001046013 *****78.75 *****78.75	
х	Profit		Amendment		
	Non Profit		Resignation of RA Officer/Director		
	Limited Liability		Change of Registered Agent	THE DO R	
	Domestication		Dissolution/Withdrawal	P 0	
	Other	_	Merger	26 PM 12: 06 NASSEE, FLORIDA	
				TREE PARTY	
	OTHER FILINGS		REGISTRATION/QUALIFICATION		
	Annual Reports		Foreign	DE S	
	Fictitious Name		Limited Partnership		
	Name Reservation		Reinstatement		
	Reinstatement		Trademark	T.SMITH SEP 26 2000	
			Other	SMILL OF	

## ARTICLES OF INCORPORATION OF INVERMAG CORPORATION

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

## ARTICLE I

The name of the corporation shall be: INVERMAG CORPORATION

## ARTICLE II

The mailing address and principal place of business of this corporation shall be: <u>75 Valencia</u> Avenue, 4<sup>th</sup> Floor, Coral Gables, Florida 33134

### ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

### ARTICLE IV

The name and address of the corporation's initial registered agent is:

Carlos Villanueva 75 Valencia Avenue, 4<sup>th</sup> Floor Coral Gables, Florida 33134

## ARTICLE V

The corporation's initial Board of Directors shall consist of one Director whose name and address is:

Gloria Nelly Florido de Salinas 75 Valencia Avenue 4<sup>th</sup> Floor Coral Gables, FL 33134

### ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian
75 Valencia Avenue, 4<sup>th</sup> Floor
Coral Gables, FL 33134

#### ARTICLE VII

The name and addresses of the initial officers of the corporation are as follows:

Gloria Nelly Florido de Salinas

Carlos Villanueva

President

Secretary

75 Valencia Avenue

75 Valencia Avenue

4<sup>th</sup> Floor

4<sup>th</sup> Floor

Coral Gables, FL 33134

Coral Gables, FL 33134

## ARTICLE VIII

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

#### ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 25<sup>th</sup> day of September, 2000.

JORGE GURIAN
INCORPORATOR

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: INVERMAG CORPORATION
- 2. The name and the Florida street address of the initial registered agent are:

Carlos Villanueva
75 Valencia Avenue
4<sup>th</sup> Floor
Coral Gables, Florida 33134

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Having been named as registered agent and to accept service of process for Invermage 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.

CARLOS VILLANIEVA