

# P000000107564

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

EFFECTIVE DATE

11-16-00

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

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

## FLORIDA PROFIT CORPORATION OR P.A.

APS Consultants &amp; Associates, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
APS Consultants & Associates, Inc.

EFFECTIVE DATE

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### Article II. Address

The Corporation's mailing address is:  
APS Consultants & Associates, Inc.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134

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### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Raul J. Sanchez De Varona  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Alexandre Paes dos Santos  
Ana Lucia Santos

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134  
305-443-8600  
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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

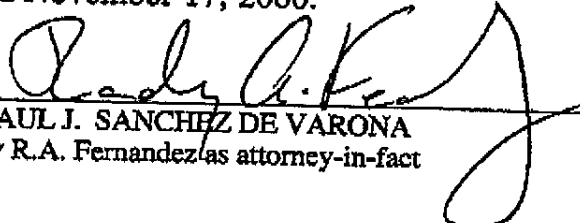
The name and address of the incorporator is:

Raul J. Sanchez De Varona  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 16, 2000.

The undersigned incorporator executed these Articles of Incorporation on November 17, 2000.

  
\_\_\_\_\_  
RAUL J. SANCHEZ DE VARONA  
by R.A. Fernandez as attorney-in-fact

Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134  
305-443-8600  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

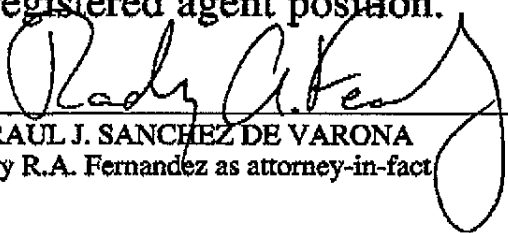
**CORPORATION:**

**APS Consultants & Associates, Inc.**

**REGISTERED AGENT/OFFICE:**

**Raul J. Sanchez De Varona  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134**

**I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.**

  
\_\_\_\_\_  
**RAUL J. SANCHEZ DE VARONA  
by R.A. Fernandez as attorney-in-fact**

**Date: November 17, 2000**

**Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134  
305-443-8600  
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