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FLORIDA PROFIT CORPORATION OR P.A.**C&R BUSINESS INTERNATIONAL, INC.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 28, 2000

M BURR KEIM

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**ARTICLES OF INCORPORATION FOR
C&R BUSINESS INTERNATIONAL, INC**

THE UNDERSIGNED PERSONS, acting as incorporators of a corporation organized under the Corporation Laws of the State of Florida adopt the following Articles of Incorporation:

ARTICLE 1

1.01 Name. The name of the Corporation is **C&R BUSINESS INTERNATIONAL, INC.**

ARTICLE 2

2.01 Registered Office. The street address of the initial registered office of the Corporation is 444 Brickell Avenue, Suite 51-148 Miami, Florida 33131-2492.

The mailing address of the corporation shall be
444 Brickell Avenue, Suite 51-148, Miami, FL 33131-2492

2.02. Registered Agent. The name of the initial registered agent of the Corporation at the above office is **CARLOS EDUARDO CASTRO RODRIGUEZ**

ARTICLE 3

Capital Stock.

3.01. Number of Authorized Shares and Par Value. The aggregate number of shares that the Corporation shall have the authority to issue is 21,000 shares of common stock, which stock shall be without par value.

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3.02. Preemptive Rights of Shareholders. The corporation elects to have preemptive rights. The shareholders of the corporation shall have a preemptive right to purchase, at equitable prices, terms and conditions fixed by the Board of Directors, the shares of capital stock of the Corporation of securities convertible into or carrying options or warrants to purchase such shares, as may be issued from time to time, after the issuance of the first 21,000 shares of capital stock. This preemptive right shall apply to all shares issued by the Corporation after the first 21,000 shares, including shares presently or subsequently authorized, shares held in the treasury of corporation, and shares issued for services or property. Shares issued to employees of the Corporation under a plan approved by the holders of 75% percent of the issued and outstanding voting shares of the Corporation shall not be subject to preemptive rights.

3.03 Cumulative Voting. All shareholders are entitled to cumulate their votes for directors. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares held by the shareholder for as many persons as there are directors to be elected and for whose election the shareholder has the right to vote, or to cumulate such votes by giving one candidate as many votes as there are directors to be elected multiplied by the number of shares held by the shareholder, or by distributing the votes on the same principle among any number of candidates.

3.04 Classes of Stock. The capital stock of the Corporation shall not be divided into classes.

3.05. Issuance of Stock. Shares of capital stock of the corporation shall not be issued except on the affirmative vote or written consent of at least 75% percent of the directors, which vote or consent shall appear in the written authorized.

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3.06 Restriction on Transfer of Stock. No shareholder shall pledge, mortgage, sell, or otherwise transfer all or any portion of the shareholder's stock unless it shall first be offered to the corporation at a price no greater than a bona fide offer by any third person, which offer shall be open to the corporation for a period of thirty days. In the event that any of the said stock is not purchased by the corporation during such period, it shall be offered to the remaining shareholders of the same class of stock in the same proportion as their respective stock interests in said class of stock, for a like price and for a similar period of time. Should any of the remaining stockholders decline to purchase his or her proportionate share of the stock during that period, that stock shall be offered to the then remaining stockholders for a like price and for a similar period of time. In the event that any of said stock is not purchased by the corporation or the shareholders, the remaining stock may then be sold by the shareholder without restriction. Notice of this restriction shall appear on all stock certificates issued by the corporation.

ARTICLE 4

Incorporators

4.01. The name and address of each incorporator of the Corporation are:

CARLOS EDUARDO CASTRO RODRIGUEZ
444 Brickell Avenue, Suite 51-148 Miami, Florida 33131-2492.

RUTH MERY RUEDA MOYA
444 Brickell Avenue, Suite 51-148 Miami, Florida 33131-2492.

ARTICLE 5

ARTICLE 6

Purposes, Foreign Business and Duration

6.01. **Purposes.** The purpose or purposes for which the Corporation is organized is for any business permitted by law, and to do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

6.02. **Conducting Business in Other Jurisdictions.** The corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by laws of the state, territory, district or possession of the United States, or foreign country.

6.03 **Period of Duration.** The period of duration of the Corporation shall be perpetual.

ARTICLE 7

Amendment and Fundamental Changes

7.01. **Amendment.** These Articles of Incorporation may be amended only by the written consent or affirmative vote of the holders of a majority of the issued and outstanding voting shares, except that any section of these Articles of Incorporation that provide for a greater vote of the shareholders may be amended only upon the written consent or affirmative vote of the shareholders provided for in that section.

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7.02. Fundamental Chages. The affirmative vote or written consent of the holders of 60% percent of the issued and outstanding voting shares of the Corporation shall be necessary for the following corporate acts:

- (a) The adoption by the Corporation of a plan of merger, consolidation, or share exchange.
- (b) The sale, lease, exchange or transfer by the Corporation of all or substantially all of its property or assets other than in the regular course of business.
- (c) The voluntary dissolutin of the Corporation by its board of Directors and shareholders.

7.03. Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt nex Bylaws shall be vested in the shareholders and the Board of Directors, except that the shareholders in amending or repealing a particular bylaw may provide that the Board of Directors may not amend or repeal that bylaw. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law of these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporators, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above.

DATED THIS 24TH DAY OF NOVEMBER 2000.

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Incorporator


CARLOS EDUARDO CASTRO


RUTH MERY RUEDA MOYA

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

Registered Agent


CARLOS EDUARDO CASTRO

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