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To:

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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
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FLORIDA PROFIT CORPORATION OR P.A.**Districtcomp, Inc.**

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: B. McKnight NOV 29 2000

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ARTICLES OF INCORPORATION

OF

DISTRICOMP, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **DISTRICOMP, INC.** The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

ARTICLE II - PURPOSE

This corporation may engage in, conduct and transact any and all lawful business. This corporation shall have perpetual existence.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Million (1,000,000) shares of common stock, of Ten Cents (\$0.10) par value each.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Owen S. Freed

Address

Suite 2200, 150 West Flagler St.
Miami, Florida, 33130

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
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ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL**BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Miguel Steiner	Colonia 1494 Montevideo Uruguay

VII ARTICLE - OFFICERS

This corporation shall initially have a President, Vice President and a Secretary. It shall have such additional officers as the Board of Directors may from time to time designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Miguel Steiner
Vice President & Secretary:	Owen S. Freed

VIII ARTICLE - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Owen S. Freed	550 Puerta Avenue Coral Gables, Fl. 33130

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ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of November, 2000.



Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **DISTRICOMP, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 28 day of November, 2000.



Owen S. Freed
Registered Agent

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