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

EFFECTIVE DATE
12-05-00

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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.

Dempsey Investments Corp.

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

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Dempsey Investments Corp.

EFFECTIVE DATE

12-05-00

Article II. Address

The Corporation's mailing address is:
Dempsey Investments Corp.
240 Crandon Blvd.
Suite 101
Key Biscayne FL 33149

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:
Miguel Angel Barbagallo

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 zero per share.

Article VI. Incorporator

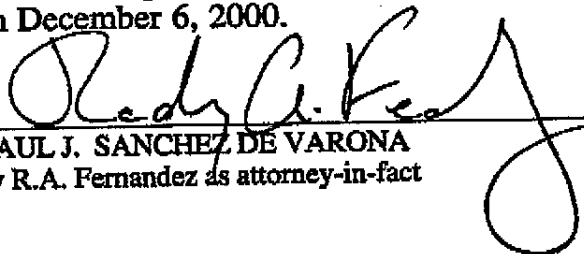
The name and address of the incorporator is:

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 December 5, 2000.

The undersigned incorporator executed these Articles of Incorporation on December 6, 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:

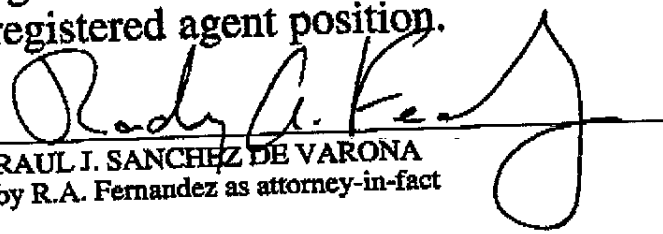
Dempsey Investments Corp.

REGISTERED AGENT/OFFICE:

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

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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: December 6, 2000

Raul J. Sanchez De Varona | FL Bar Member 0844731
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