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

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

SOGEI CONSTRUCTION, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
SOGEI Construction, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

Article I  
Name

The name of the Corporation is SOGEI Construction, Inc.

Article II  
Duration

The term of existence of the Corporation is perpetual.

Article III  
Nature of Business

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV  
Capital Stock

The aggregate number of shares which the Corporation has the authority to issue is 100, all of which shall be common shares having the par value of One Dollar (\$1.00) per share.

I. Mac srl	50%
Andrea Macaуда	20%
Eva Macaуда	20%
Emanuele Macaуда	10%

Article V  
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury share.

Prepared by: Patricia L. Perez, Esquire, Law Offices of PATRICIA L. PEREZ, P.A., 2222 Ponce De Leon Blvd., Penthouse Suite, Coral Gables, Florida 33134, (305) 445-7611, Bar No.: 98612

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**Article VI  
Registered Office**

The street address of the initial registered office of the Corporation is:  
8900 SW 107 Avenue, Suite 301  
Miami, Florida 33176

The name of the registered agent at such address is:  
Monica Denyer-Pulignano

**Article VII  
Principal Office**

The initial street address of the principal office of the Corporation in the State of Florida is:  
8900 SW 107 Avenue, Suite 301  
Miami, Florida 33176

**Article VIII  
Directors**

Andrea Macaуда	President
Emanuele Macaуда	Vice President
Eva Macaуда	Secretary

**Article IX  
Incorporator**

The name and address of the incorporator is: Andrea Macaуда  
8900 SW 107 Avenue, Suite 301  
Miami, Florida 33176

**Article X  
Indemnification**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_\_\_ day of January, 2001 in the City of Miami, County of Dade, State of Florida.

*Andrea Macaudo*  
Andrea Macaudo  
Incorporator

STATE OF: FLORIDA  
COUNTY OF: DADE

BEFORE ME, a Notary Public duly authorized in Dade, Florida, above mentioned, personally appeared Andrea Macaudo, known to me to be the person who signed the above Articles of Incorporation, and acknowledged that they executed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4<sup>th</sup> day of January, 2001.

*[Signature]*  
\_\_\_\_\_  
Notary Public at Large

My Commission Expires:

 PATRICIA L. PEREZ  
COMMISSION # CC 655744  
EXPIRES JUN 15, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

IN COMPLIANCE WITH Section 48.019, Florida Statutes, the following is submitted:

That SOGEI Construction, Inc., desiring to organize or qualify under the laws of the State of Florida with its principle place of business in Miami, Florida, has named Andrea Macaуда, 8900 SW 107 Avenue, Suite 301, Miami, Florida 33176, as its Agent to accept service of process.

*Andrea Macaуда*  
Andrea Macaуда  
Date: 01-04-01

Having been named to accept service of process for SOGEI Construction, Inc., at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Monica Denyer-Pulignone*  
Monica Denyer-Pulignone  
Date: 01-04-01

SWORN TO AND SUBSCRIBED before me this 4<sup>th</sup> day of January, 2001

*PLP*  
Notary Public, State of Florida

My Commission Expires:

 PATRICIA L. PEREZ  
COMMISSION # CC 655744  
EXPIRES JUN 15, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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