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

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFTT CORPORATION OR P.A.**

**ESALP AMERICAS, INC.**

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

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**ARTICLES OF INCORPORATION  
OF  
ESALP AMERICAS, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is **ESALP AMERICAS, INC.** (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 3211 Ponce de Leon Boulevard, Suite M-2, Coral Gables, Florida 33134.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 3950, Miami, Florida 33131 and the registered agent at that address is Norman S. Weider, Esq.
- FIFTH:** The name and address of the incorporator of the Corporation is: Norman S. Weider, Esq., 100 S.E. 2nd Street, Suite 3950, Miami, Florida 33131.
- SIXTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- EIGHTH:** The corporate existence of the Corporation shall commence on March 7, 2001.

NAME OF PREPARER:  
NORMAN S. WEIDER, ESQ.  
100 S.E. 2ND STREET  
SUITE 3950  
MIAMI, FLORIDA  
FLORIDA BAR NO. 150388

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this March 7, 2001.

A handwritten signature in cursive script, appearing to read "N. S. Weider", is written over a horizontal line.

Norman S. Weider, Incorporator

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EMPIRE CORP

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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 and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Norman S. Weider, Registered Agent

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