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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**Brinkmann-Otero Corporation**

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**ARTICLES OF INCORPORATION  
OF  
BRINKMANN-OTERO CORPORATION**

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

**ARTICLE I - NAME**

The name of the corporation is **BRINKMANN-OTERO CORPORATION**

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal place of business or mailing address of the Corporation shall be located at 2209 SW 138 Avenue, Miami, Florida 33175.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall commence its corporate existence upon the execution of these Articles, and shall have perpetual existence thereafter, unless sooner dissolved.

**ARTICLE IV - AUTHORIZED SHARES**

The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One United States Dollars (\$1.00), each entitled to one (1) vote per share,

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ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

<u>Name of Director(s):</u>	<u>Director(s)' Address(es):</u>
Frank Otero	2209 SW 138 Avenue,

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Miami, Florida 33175

Juan Vladimiro Brinkmann

2209 SW 138 Avenue,  
Miami, Florida 33175

**ARTICLE VI - INDEMNIFICATION**

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

**ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

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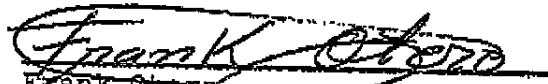
**ARTICLE VIII - INCORPORATOR**

The subscriber to these Articles is Frank Otero, the address of whom is 2209 SW 138 Avenue, Miami, Florida 33175.

**ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of the Corporation is 2209 SW 138 Avenue, Miami, Florida 33175 and the name of the initial registered agent of the Corporation is Frank Otero, with principal office at 2209 SW 138 Avenue, Miami, Florida 33175, that by these presents accepts its designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on June 27, 2001.

  
Frank Otero  
Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **BRICKMANN-OTERO CORPORATION**.

SECOND: The address of the Corporation is 2209 SW 138 Avenue, Miami, Florida 33175.

Corporate Officer Signature: Frank Otero  
Title of Officer: Frank Otero,  
President

Date of Execution: June 27, 2001

**ACCEPTANCE:**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Frank Otero  
Frank Otero,  
President

Date of Execution: June 27, 2001

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