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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

GRUPO EMPRESARIAL MUNOZ, CORP.

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
GRUPO EMPRESARIAL MUÑOZ CORP.**

The undersigned Incorporator (s) and subscriber (s) to these Articles of Incorporation adopts these Articles to form a Corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida

ARTICLE I. NAME

1. The name of the Corporation shall be GRUPO EMPRESARIAL MUÑOZ CORP.

ARTICLE II. PRINCIPAL OFFICE

2. The initial principal office and mailing address of this Corporation is 3211 Ponce De Leon Boulevard Suite 204, Coral Gables, Florida 33134, in Miami Dade County, Florida.

ARTICLE III. PURPOSE

3. The Corporation is formed to operate businesses, to own property of any kind, to invest property in any kind, to import and/or export property of any kind, to borrow and/or lend money, and to transact any lawful business for which corporation may be incorporated under the laws of the State of Florida, and to have all other powers provided by the laws of the States of Florida.

ARTICLE IV. TERM OF EXISTENCE

4. The Corporation shall have perpetual existence starting of the date these articles of incorporation are filed with the Florida Department of State

ARTICLE V. CAPITAL STOCK

5. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stocks having a nominal or part value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

6. The address of initial registered office of this corporation is 3211 Ponce De Leon Boulevard Suite 204, Coral Gables, Florida 33134, in Miami Dade

JOHIMA DEL CORRAL
4080 SW 84 AV
MIAMI, FL 33155
305-4859300

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County, Florida. The name of the initial registered agent at that address is
CONTINENTAL FINANCIAL GROUP CORP.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

7. The corporation shall initially have four (4) Directors to hold office until the first annual meeting of Stockholders and his successor shall have been duly elected and qualified, or until his early resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By Laws of the Corporation. The name and addresses of initial Directors are:

PRESIDENT: GONZALO MUÑOZ
Urbanizacion Pinar Bajo Manuel Romo No.43N 48-145
Quito, Estado Pichincha, Ecuador

VICE PRESIDENT AND SECRETARY: DELIA MARIA MUÑOZ
Urbanizacion Pinar Bajo Manuel Romo lote No. 43N. 48145
Quito, Estado Pichincha, Ecuador

TREASURER: DELIA M JIMENEZ DE MUÑOZ
Urbanizacion Pinar Bajo Manuel Romo lote No. 43N. 48145
Quito, Estado Pichincha, Ecuador

ARTICLE VII. INCORPORATOR

8. The name and address of the incorporator signing these articles is Hector Leanez, 3211 Ponce De Leon Boulevard Suite 204, Coral Gables, Florida 33134.

ARTICLE VIII. PRE-EMTIVE RIGHTS

9. Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which is offered to others.

ARTICLE IX. IDEMNIFICATION

10. The Corporation Shall indemnify any officers or Directors, or any former officers or Directors, to the full extent permitted by law.

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ARTICLE X. AMENDMENTS

11. These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

In Witness whereof, the undersigned incorporator has executed these articles of incorporation on the date of signing.

Dated: August 20, 2001

CONTINENTAL FINANCIAL GROUP CORP
By: HECTOR LEANEZ



INCORPORATOR

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be serve.

In compliance with Section 307.0501, Florida Statutes, the following submitted:

First that sample, desiring to organize or qualify under the laws of the State of Florida has named CONTINENTAL FINANCIAL GROUP CORP., a Florida Corporation, located at 3211 Ponce De Leon Boulevard Suite 204, Coral Gables, Florida 33134, as its agent to accept service of process within Florida

Dated: August 20, 2001

CONTINENTAL FINANCIAL GROUP CORP.
By: HECTOR LEANEZ



INCORPORATOR

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificated, I hereby agree to act in capacity. I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: August 29, 01

CONTINENTAL FINANCIAL GROUP CORP.
By: HECTOR LEANEZ


INCORPORATOR

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