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Robert O. Vega, P. A.

Certified Public Accountant
M.B.A., Business Consultant

August 28th, 2001

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*****78.75 *****78.75

State of Florida
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madame:

Please find enclosed Articles of Incorporation and a check payable to Florida Department of State in the amount of \$78.75 to cover the incorporation fees for SEGMENTA, INC.

Should you need any additional information, please do not hesitate to contact me.

Sincerely,

Robert O. Vega, CPA
Registered Agent for Segmenta, Inc.
14461 S.W. 83 Street
Miami, FL 33183
(305) 383-7644 FAX (305) 283-1964 CELL PHONE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

14461 S.W. 83rd Street, Miami, FL 33183

Telephone: (305) 386-9241 • Fax: (305) 383-7644 • Cellular (305) 283-1964

E-mail: Homevega@msn.com

C. BLALOCK SEP 18 2001

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**ARTICLES OF INCORPORATION
OF
SEGMENTA, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is:

SEGMENTA, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

To 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 authority to issue is one thousand (1,000), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**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 stock 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 stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

1401 Brickell Ave.
Suite 550
Miami, FL 33131

The name of the registered agent at such address is:

Robert O. Vega

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

1401 Brickell Ave.
Suite 550
Miami, FL 33131

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the members of the first board of directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Miguel E. Argaez | 1401 Brickell Ave. Suite 550 Miami, FL 33131 |

**ARTICLE IX
INCORPORATOR**

ADDRESS

Miguel E. Argaez

1401 Brickell Ave.
Suite 550
Miami, FL 33131

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES;
ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of August, 2001.

* Miguel E. Arguez
Miguel E. Arguez

STATE OF FLORIDA:

:SS

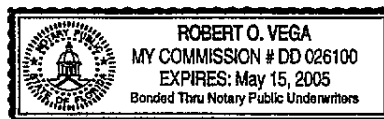
COUNTY OF DADE :

ON this 28th day of August, 2001, before me, a Notary Public duly authorized in the State and County last aforesaid, personally appeared MIGUEL E. ARGAEZ known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission expires:

Robert O. Vega
Notary Public, State of Florida



CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT SEGMENTA, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN
THE CITY OF MIAMI, STATE OF FLORIDA

HAS NAMED ROBERT O. VEGA
LOCATED AT 14461 S.W. 83 STREET

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS.

SIGNATURE
TITLE

x Ingrid KV
(CORPORATE OFFICER)

DATE August 28th, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE

Robert O Vega
ROBERT O. VEGA
REGISTERED AGENT

DATE

August 28th, 2001