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FLORIDA PROFIT CORPORATION OR P.A.  
COPAEMI CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
COPAEMI CORP.**

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**ARTICLE I - NAME**

The name of the corporation is Copaemi Corp. (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, 43<sup>rd</sup> Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is c/o 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial director of the Corporation are Ricardo Berl and Josef Berl, c/o 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Ricardo Berl, c/o 200 S. Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of October, 2001.

  
\_\_\_\_\_  
Carlos Berl, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

Copaemi Corp., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, 43<sup>rd</sup> Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 1<sup>st</sup> day of October, 2001.

PENINSULA REGISTERED AGENTS, INC.

By: Debra Palmisano

Debra Palmisano  
Vice President

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