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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

EFFECTIVE DATE
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Emerald Bay Inc.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Emerald Bay Inc.

EFFECTIVE DATE

10-30-01

Article II. Address

The Corporation's mailing address is:
Emerald Bay Inc.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jose A. Rodriguez, Esquire
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Claudio Pablo Lopez
Maria Fernanda Dieguez

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jose A. Rodriguez, Esquire
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 30, 2001.

The undersigned incorporator executed these Articles of Incorporation on October 30, 2001.



JOSE A. RODRIGUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Emerald Bay Inc.

REGISTERED AGENT/OFFICE:

**Jose A. Rodriguez, Esquire
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSE A. RODRIGUEZ, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: October 30, 2001

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
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Coral Gables FL 33134
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