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FLORIDA PROFIT CORPORATION OR P.A.

VICAR
-HIDES INVESTMENTS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 12, 2001

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
VICAR INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be VICAR INVESTMENTS, INC.

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to

RAOUL GARCIA-VIDAL, P.A.
PENTHOUSE 2-C
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
FLORIDA BAR NO.: 209589

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pay cash or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, without restriction or limit as to amount.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 3500 Coral Way, Unit 413, Miami, Florida 33145, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, who is located at the street address of Penthouse 2-C, 2655 Le Jeune Road, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five ((5) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida,

shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Victor H. Hidalgo	Urbanizacion Laguna Dorada Villa 36, Via Samboron Guayaquil, Ecuador

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
KATHERINE AZCUE	13513 SW 62 Street #3 Miami, Florida 33183

ARTICLE X

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.

The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCEEDS WITHIN
THIS STATE, NAMING RESIDENT AGENT UPON
WHOM PROCESS MAY BE SERVED

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TALLAHASSEE, FLORIDA

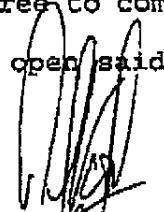
PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT VICAR INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 3500 Coral Way, Unit 413, Miami, Florida 33145, has named RAOUL GARCIA-VIDAL, located at 2655 Le Jeune Road, Penthouse 2-C, Coral Gables, Florida 33134, as it's registered Agent to accept process within the State of Florida.

BY: 
RAOUL GARCIA-VIDAL
Registered Agent

ACKNOWLEDGEMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act in regard to keeping open said office.

BY: 
RAOUL GARCIA-VIDAL

RAOUL GARCIA-VIDAL, P.A.
PENTHOUSE 2-C
2655 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
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