

**Electronic Articles of Incorporation
For**

**P02000010316
FILED
January 29, 2002
Sec. Of State**

CODICE AMERICA S.A. CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CODICE AMERICA S.A. CORP.

Article II

The principal place of business address:

2600 DOUGLAS ROAD
406
CORAL GABLES, FL. 33134

The mailing address of the corporation is:

2600 DOUGLAS ROAD
406
CORAL GABLES, FL. 33134

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

CARLOS E GONZALEZ SR.
2600 DOUGLAS ROAD
406
CORAL GABLES, FL. 33134

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: CARLOS E. GONZALEZ, SR.

Article VI

The name and address of the incorporator is:

CARLOS E. GONZALEZ, SR.
2600 DOUGLAS ROAD
SUITE 406
CORAL GABLES, FL 33134

Incorporator Signature: CARLOS E. GONZALEZ SR.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DP
CARLOS E GONZALEZ SR.
2600 DOUGLAS ROAD, SUITE 406
CORAL GABLES, FL. 33134

Title: DV
SERGIO L FERNANDEZ
801 BRICKELL AVENUE, SUITE 1901
MIAMI, FL. 33131

Title: DS
MARIA E BARRENA
2600 DOUGLAS ROAD, SUITE 406
CORAL GABLES, FL. 33134