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ATTORNEYS AT LAW

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April 16, 2002

Department of State  
Division of Corporations  
PO Box 5327  
Tallahassee, FL 32314

000005316170--9  
-04/23/02--01012--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

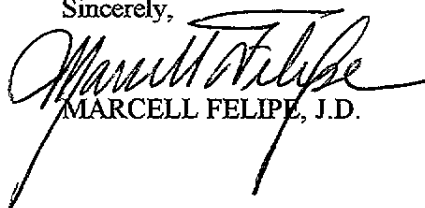
Dear Sir/Madam:

Enclosed, please find two counterparts of the Articles of Incorporation for STAR 33, INC. to be filed with the Division of Corporations and a check in the amount of \$78.75 to cover the following:

|                                 |                |
|---------------------------------|----------------|
| Filing Fee                      | \$35.00        |
| Designation of Registered Agent | \$35.00        |
| <u>Certified Copy</u>           | <u>\$ 8.75</u> |
| <b>Total</b>                    | <b>\$78.75</b> |

Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

Sincerely,

  
MARCELL FELIPE, J.D.

EFFECTIVE DATE  
04-16-02

FILED  
02 APR 22 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB4-26

EFFECTIVE DATE  
04/16/02

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**STAR 33, INC.**

02 APR 22 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

**ARTICLE I - Name**

The name of the corporation is **STAR 33, INC.**

**ARTICLE II - Principal Office**

The initial principal place of business or mailing address of the Corporation shall be 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III - Term of Existence**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### **ARTICLE IV - Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marcell Felipe.

#### **ARTICLE VI - Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have two (2) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

Name:

Felix A. Guarenas

Pablo Ignacio Malpica Guedes

#### **ARTICLE VII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

**ARTICLE VIII - Incorporator**

The name and address of the subscriber to these Articles are:

Name:  
Marcell Felipe, J.D.

Address:  
888 Brickell Avenue  
5<sup>th</sup> Floor  
Miami, Florida 33131

**ARTICLE IX**

The number of shares of stock is: 1,000

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 16<sup>th</sup> day of April, 2002.



MARCELL FELIPE, Incorporator

(SEAL)

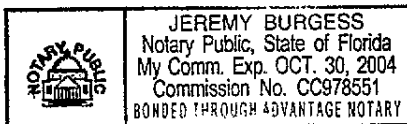
STATE OF FLORIDA )


)SS:

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, this day personally appeared MARCELL FELIPE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 16<sup>th</sup> day of April, 2002.

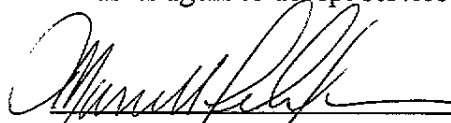


  
Printed Name: Jeremy Burgess  
Notary Public, State of Florida  
My Commission Expires: 10/30/2004

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

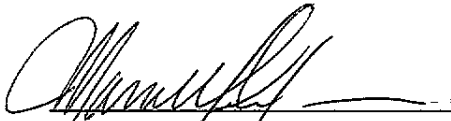
In compliance with Section 48.091, Florida Statutes, the following is submitted:

BLUE SEVEN GROUP, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marcell Felipe, J.D., located at 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131 as its agent to accept service of process within Florida.

 (SEAL)  
Marcell Felipe, J.D.  
Incorporator

Dated: 4/16, 2002

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.

 (SEAL)  
MARCELL FELIPE, J.D.  
Registered Agent

Dated: 4/16, 2002

**FILED**  
02 APR 22 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA