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Florida Department of State  
Division of Corporations  
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To:  
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Fax Number : (850)205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

spc american, corp

|                       |         |
|-----------------------|---------|
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
of  
SPC AMERICAN, CORP.

WE, THE UNDERSIGNED, LUIS A. PORTIS, OSVALDO A. SANTILLI, EDUARDO H. SANTILLI, RICARDO L. SANTILLI & GABRIEL D. CANTOIA hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SPC AMERICAN, CORP.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated of implied.

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**ARTICLE III****CAPITAL STOCK**

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of NONE PAR VALUE.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

**ARTICLE IV****CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED DOLLARS.

**ARTICLE V****CORPORATE EXISTING**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI****PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be: 5200 S.W 8TH STREET STE. 200; CORAL GABLES, FLORIDA 33134 and with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VII**

The Resident Agent designated to accept service of process for the corporation shall be: **ALFREDO SANCHEZ**

**ARTICLE VIII**

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

**ARTICLE IX****DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

| NAME                | ADDRESS                                           |
|---------------------|---------------------------------------------------|
| LUIS A. PORTIS      | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| OSVALDO A. SANTILLI | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| EDUARDO H. SANTILLI | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| RICARDO L. SANTILLI | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| GABRIEL D. CANTOIA  | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |

**ARTICLE X**

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

| NAME                | TITLE       | ADDRESS                                           |
|---------------------|-------------|---------------------------------------------------|
| OSVALDO H. SANTILLI | PRESIDENT   | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| RICARDO L. SANTILLI | VICE/PRESID | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| GABRIEL D. CANTOIA  | VICE/PRESID | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| LUIS A. PORTIS      | TREASURER   | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |
| EDUARDO H. SANTILLI | SECRETARY   | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 |

#### ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

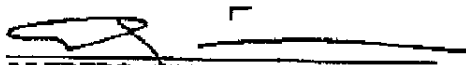
| NAME                | ADDRESS                                           | NUMBER OF SHARES |
|---------------------|---------------------------------------------------|------------------|
| LUIS A. PORTIS      | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 | 20               |
| OSVALDO A. SANTILLI | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 | 20               |
| EDUARDO H. SANTILLI | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 | 20               |
| RICARDO L. SANTILLI | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 | 20               |
| GABRIEL D. CANTOIA  | 5200 S.W 8TH ST STE 200<br>CORAL GABLES, FL 33134 | 20               |

#### ARTICLE XII

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:

First, that SPC AMERICAN, CORP. desiring to organize or qualify under the law of the State of Florida, with its principal place of business at City of Coral Gables, State of Florida, has named ALFREDO SANCHEZ of 5200 S.W 8TH ST STE. 200; CORAL GABLES, FL 33134 to accept service of process within Florida.

  
**ALFREDO SANCHEZ**  
 REGISTER AGENT

DATE: APRIL 03, 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.

  
**ALFREDO SANCHEZ**  
DATE: APRIL 03, 2002

### ARTICLE XIII

#### ACKNOWLEDGEMENT

STATE OF FLORIDA     )  
                               ) SS:  
 COUNTY OF DADE     )

I HEREBY CERTIFY that on this 03rd day of April, 2002 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, LUIS A. PORTIS, OSVALDO A. SANTILLI, EDUARDO H. SANTILLI, RICARDO L. SANTILLI & GABRIEL D. CANTOIA, parties to the foregoing Certificate of Incorporation, and each acknowledged that they subscribe and acknowledges the foregoing Certificate as and for their voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Coral Gables, Dade County, Florida.

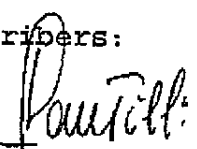
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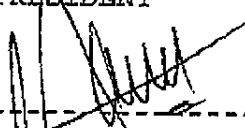
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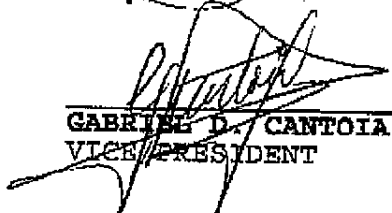
Notary Public  
State of Florida at Large

My commission expires:

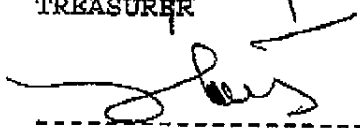
Suscribers:

  
-----  
OSVALDO A. SANTILLI  
PRESIDENT

  
-----  
RICARDO L. SANTILLI  
VICE/PRESIDENT

  
-----  
GABRIEL D. CANTOIA  
VICE/PRESIDENT

  
-----  
LUIS A. PORTIS  
TREASURER

  
-----  
EDUARDO H. SANTILLI  
SECRETARY

#02000114885