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SATELLITE OFFICES IN CAPE CORAL,
ORLANDO, SARASOTA AND DEL RAY

ONE TAMPA CITY CENTER SUITE 2700
201 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

EFFECTIVE DATE
6-12-02

REPLY TO: MIAMI SPRINGS

June 5, 2002

VIA EXPRESS MAIL

Division of Corporations
ATTN: Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

700005767317-3
-06/14/02--01054--005
*****70.00 *****70.00

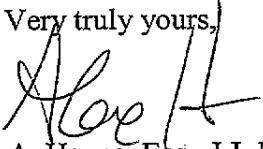
Re: Articles of Incorporation of PENSTONE AMERICA, INC.

Dear Sir/Madam:

Enclosed is a check in the amount of seventy dollars and zero cents (\$70.00), as per detail below, and an original and one (1) photocopy of the Articles of Incorporation for the above-referenced Florida Corporation.

Thank you for your kind attention and cooperation to this matter.

Very truly yours,


Alex A. Hanna, Esq., LL.M

FILED
02 JUN 14 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$35.00 Filing Fees
\$35.00 Registered Agent Designation
\$70.00 Total

me 6/14

EFFECTIVE DATE
6-12-02

ARTICLES OF INCORPORATION

of

PENSTONE AMERICA, INC.
A Florida Corporation

FILED
02 JUN 14 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of the corporation is PENSTONE AMERICA, INC. a Florida corporation.

Article II
Duration

This corporation shall have perpetual existence, unless dissolved and according to law, commencing on the 12 day of June, 2002.

Article III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV
Capital Stock

This corporation is authorized to issue ONE THOUSAND (1000) shares of ONE AND NO/00 Dollars (\$1.00) par value common stock, which shall be designated "Common Shares".

Article V
Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation, is: 286 Westward Drive, Miami Springs, Florida 33166, and the name of the initial registered agent of this corporation and address is: Alex A. Hanna, Esquire, 286 Westward Drive, Miami Springs, Florida 33166

Article VI
Initial Officers and Board of Directors

This corporation shall initially have one (1) director(s). The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less

than one (1). The name and address of the initial directors and officers of this corporation are:

Jose Rodriquez, President/Secretary/Director
129 Cherokee Street
Miami Springs, Florida 33166

Jaime Lazarus, Vice President/Treasurer/Director
129 Cherokee Street
Miami Springs, Florida 33166

Article VII
General Provisions

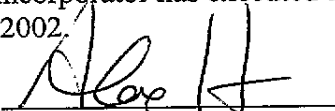
(a) The Corporation may transact business, borrow, lend or otherwise deal or contract to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation, to the full extent permitted by and subject only to the limitations and provisions of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-laws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles is: Alex A. Hanna, Esquire, 286 Westward Drive, Miami Springs, Florida 33166.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of June, 2002.


Alex A. Hanna, Esquire

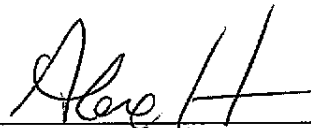
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

PENSTONE AMERICA, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First, that **Penstone America, Inc.**, desiring to organize under the laws of the State of Florida has named Alex A. Hanna, Esquire, located at 286 Westward Drive, Miami Springs, Florida 33166, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Alex A. Hanna, Esquire

FILED
02 JUN 14 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA