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06/02 11:3

Division of Corporations

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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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FLORIDA PROFIT CORPORATION OR P.A.

Charleroi Investments Corp.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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Corporate Filing

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Charleroi Investments Corp.

Article II. Address

The Corporation's mailing address is:
Charleroi Investments Corp.
1300 Brickell Avenue
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Juan Pablo Bayona
1300 Brickell Avenue
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Juan Pablo Bayona

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jose A. Rodriguez, Esquire
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 17, 2002.

The undersigned incorporator executed these Articles of Incorporation on June 18, 2002.



JOSE A. RODRIGUEZ, ESQUIRE
by E.S. Davila as attorney-in-fact

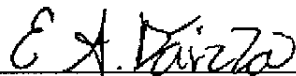
Jose A. Rodriguez, Esquire I FL Bar Member
Jose A. Rodriguez, P.A.
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Suite 1270
Coral Gables FL 33134
305-445-6600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:****Charleroi Investments Corp.****REGISTERED AGENT/OFFICE:****Juan Pablo Bayona
1300 Brickell Avenue
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JUAN PABLO BAYONA
by E.S. Davila as attorney-in-fact

Date: June 18, 2002

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
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