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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**green matheson holdings, inc.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GREEN MATHESON HOLDINGS, INC.**

THE UNDERSIGNED, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the Corporation shall be:

**GREEN MATHESON HOLDINGS, INC.**

**ARTICLE II**

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III**

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) SHARES with a par value of FIVE AND NO/100 (\$5.00) DOLLARS each share.

MARCO DE LA CAL, ESQUIRE  
Florida Bar No. 314587  
999 Ponce De Leon Blvd., Suite 720  
Coral Gables, FL 33134  
Ph: (305) 444-3800

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**ARTICLE V**

The street address of this corporation's initial registered office is:

**285 Sevilla Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134**

and the name of its initial Registered Agent at such address is:

**RAFAEL (RALPH) RAMIREZ**

**ARTICLE VI**

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as member thereof are as follows:

**RAFAEL (RALPH) RAMIREZ  
285 Sevilla Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134**

**ARTICLE VII**

The principal office and/or mailing address of the Corporation are as follows:

**285 Sevilla Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134**

**ARTICLE VIII**

The name and address of this corporation's incorporator are as follows:

**RAFAEL (RALPH) RAMIREZ  
285 Sevilla Avenue  
2<sup>nd</sup> Floor  
Coral Gables, Florida 33134**

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 21<sup>st</sup> day of June, 2002.

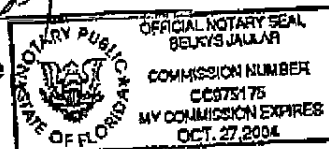
  
\_\_\_\_\_  
RAFAEL (RALPH) RAMIREZ  
\_\_\_\_\_

STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF MIAMI-DADE)

WE HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **RAFAEL (RALPH) RAMIREZ**, well known to be the person described in the foregoing Articles of Incorporation of **GREEN MATHESON HOLDINGS, INC.**, and executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals in Coral Gables, Miami-Dade County, Florida, on this 21<sup>st</sup> day of June, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large



My Commission Expires:


### RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **GREEN MATHESON HOLDINGS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Miami-Dade County, Florida, has named **RAFAEL (RALPH) RAMIREZ**, at 285 Sevilla Avenue,

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2<sup>nd</sup> Floor, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

  
\_\_\_\_\_  
RAFAEL (RALPH) RAMIREZ  
\_\_\_\_\_

**ACKNOWLEDGEMENT**

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 provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RAFAEL (RALPH) RAMIREZ  
\_\_\_\_\_

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TALLAHASSEE FLORIDA

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