

# P02000087045

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

**EFFECTIVE DATE**

08-09-02

**FLORIDA PROFTT CORPORATION OR P.A.**

**CELM Florida Holdings Corp.**

Certificate of Status	1
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
CELM Florida Holdings Corp.

### Article II. Address

The Corporation's mailing address is:  
CELM Florida Holdings Corp.  
1320 South Dixie Highway  
Suite 280  
Coral Gables FL 33146

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Raul J. Sanchez De Varona  
1320 South Dixie Highway  
Suite 280  
Coral Gables FL 33146

EFFECTIVE DATE

08-09-02

### Article IV. Board of Directors

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

Carlos Ernesto Lora Rengifo  
Beatriz Eugenia Mena Cardona

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.

Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
1320 South Dixie Highway  
Suite 280  
Coral Gables FL 33146  
305-667-7733

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

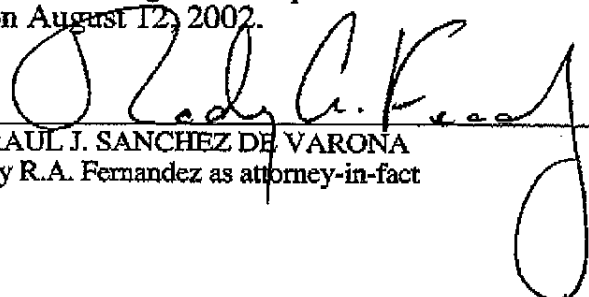
The name and address of the incorporator is:

Raul J. Sanchez De Varona  
Raul J. Sanchez De Varona, P.A.  
1320 South Dixie Highway  
Suite 280  
Coral Gables FL 33146

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 9, 2002.

The undersigned incorporator executed these Articles of Incorporation on August 12, 2002.

  
\_\_\_\_\_  
RAUL J. SANCHEZ DE VARONA  
by R.A. Fernandez as attorney-in-fact

Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
1320 South Dixie Highway  
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305-667-7733

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

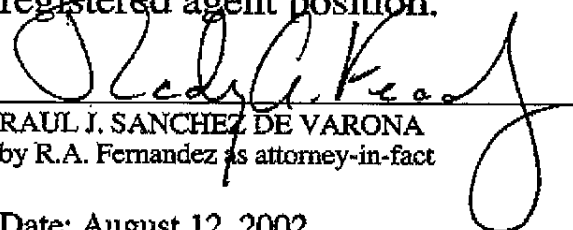
**CELM Florida Holdings Corp.**

**REGISTERED AGENT/OFFICE:**

**Raul J. Sanchez De Varona  
1320 South Dixie Highway  
Suite 280  
Coral Gables FL 33146**

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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.

  
RAUL J. SANCHEZ DE VARONA  
by R.A. Fernandez as attorney-in-fact

Date: August 12, 2002

Raul J. Sanchez De Varona | FL Bar Member 0844731  
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