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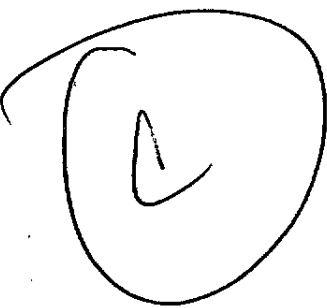
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Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FLORIDA PROFIT CORPORATION OR P.A.

VIAL y PALMA MIAMI, INC.



Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$78.75

08/28/2002 12:42 CORPDIRECT → 2050381

NO.190 D02

Department of State 8/28/2002 10:10 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 28, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: VIAL Y PALMA MIAMI, INC.
REF: W02000025002

PLEASE GIVE ORIGINAL SUBMISSION
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE LIST THE NAME OF THE INCORPORATOR IN ARTICLE VI.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: HD2000187271
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VIAL y PALMA MIAMI, INC.**

The undersigned, acting as incorporator of VIAL y PALMA MIAMI, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Vial y Palma Miami, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principle place of business/mailing address is:

201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131

ARTICLE III - PURPOSE

The corporation is organized for all lawful purposes authorized under Florida law.

ARTICLE IV - SHARES

The number of shares of stock is:

100 shares at .01 par value per share.

ARTICLE V - REGISTERED AGENT/ REGISTERED OFFICE

The name of the initial registered agent and address of the initial registered office is:

Ferrell Group Corporate Services, L.L.C.
Attention: Secretary
201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131

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NO.066 NO.190
P.2

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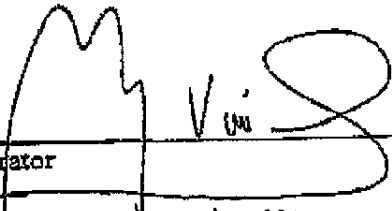
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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator are:

Gabriel Manuel José Vial Vial
201 South Biscayne Boulevard
34th Floor, Miami Center
Miami, Florida 33131

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 26 day of August, 2002.



Incorporator
Print name: Gabriel Manuel José Vial Vial

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 22 day of Aug, 2002.

Ferrell Group Corporate Services, L.L.C.,
a Florida limited liability company

By: *Lee Harris*Print name: Lee HarrisTitle: Secy.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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