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FLORIDA PROFIT CORPORATION OR P.A.

GENICO CORPORATION



Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION

OF

GENICO CORPORATION

ARTICLE I - NAME

The name of the corporation is Genico Corporation (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is c/o Mallah, Furman and Company, P.A., 1001 Brickell Bay Drive, Suite 1400, Miami, Florida 33131-4938.

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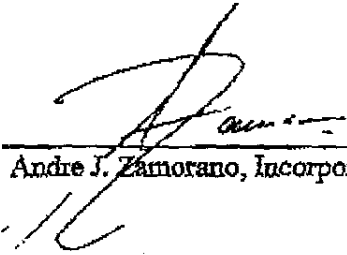
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is Jorge Tchinnosian, 7752 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Andre J. Zamorano, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of January, 2003.



Andre J. Zamorano, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

Genico Corporation, desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 22nd day of January, 2003.

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Palmisano, Vice President

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