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EXPRESS

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

IMECA USA, INC.

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

03 FEB 28 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

IMECA USA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 FEB 28 AM 7:37

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be IMECA USA, INC. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved by law.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: c/o 999 Ponce De Leon Blvd, Suite 715, Coral Gables, Florida 33134.

ARTICLE III  
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV  
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with par value of one (\$1.00) dollar per share.

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**ARTICLE V  
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is:

Joao Balthazar Da Silva  
c/o 999 Ponce De Leon Blvd, Suite 715  
Coral Gables, Florida 33134

**ARTICLE VI  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

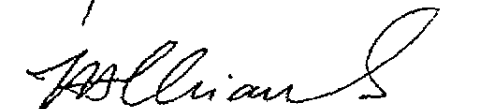
Joao Balthazar Da Silva  
c/o 999 Ponce De Leon Blvd, Suite 715  
Coral Gables, Florida 33134

**ARTICLE VII  
OFFICERS AND DIRECTORS**

The initial board of directors of the corporation shall be composed of one director. The name and address of the initial officer and director who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Joao Balthazar Da Silva	President and Secretary
c/o 999 Ponce De Leon Blvd, Suite 715	
Coral Gables, Florida 33134	

The undersigned Incorporator has executed these Articles of Incorporation this 26 day of February, 2003.

  
Joao Balthazar Da Silva

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03 FEB 28 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provision of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: IMECA USA, INC.
2. The name and address of the registered agent and office is:

Joao Balthazar Da Silva  
c/o 999 Ponce De Leon Blvd, Suite 715  
Coral Gables, Florida 33134

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Joao Balthazar Da Silva, Registered Agent

Dated: Feb. 26, 2003