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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

manaca investment corporation

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ARTICLES OF INCORPORATION OF
MANACA INVESTMENT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

1. **Name:** The name of the Corporation (hereinafter called the "Corporation") is

MANACA INVESTMENT CORPORATION

2. **Principal Office:** The address, wherever located, of the principal office of the Corporation is:

1643 Brickell Avenue, #4102
Miami, Florida 33129

3. **Mailing Address:** The mailing address, wherever located, of the Corporation is:

1643 Brickell Avenue, #4102
Miami, Florida 33129

4. **Capital Stock:** The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

5. **Initial Registered Office and Agent:** The street address of the initial registered office of the Corporation in the State of Florida is 1643 Brickell Avenue, #4102, Miami, Florida 33129

The name of the initial registered agent of the Corporation at the said registered office is

HANIEL NAFFY

Prepared by:

Michael S. Gross, Esq.
Florida Bar No.: 0067560
1111 Kane Concourse, Suite 607
Bay Harbor Islands, Florida 33154
Telephone: (305) 867-2900

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The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto and is made a part of these Articles of Incorporation.

6. **Incorporator:** The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HANI EL-NAFFY	1643 Brickell Avenue, #4102 Miami, Florida 33129

7. **Purposes:** The purposes for which the Corporation is organized, shall be the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.
8. **Duration:** The duration of the Corporation shall be perpetual.
9. **Indemnification:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of July, 2003.


HANI EL-NAFFY, Incorporator

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **MANACA INVESTMENT CORPORATION**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of July, 2003.


HANI EL-NAFFY

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