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To:

Division of Corporations

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: (850)205-0381

From:

Account Name : COF

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686

Fax Number

: (305)672-9110

# FLORIDA PROFIT CORPORATION OR P.A.

#### ABW Investments, Inc.

Certificate of Status	1
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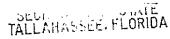
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## ARTICLES OF INCORPORATION

#### Article I. Name

The name of this Florida corporation is: ABW Investments, Inc.

#### Article II. Address

The Corporation's mailing address is: ABW Investments, Inc. 1300 Brickell Avenue Miami FL 33131

#### Article III. Registered Agent

The name and address of the Corporation's registered agent is: Milagros Sanchez 1300 Brickell Avenue Miami FL 33131

#### Article IV. Board of Directors

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

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.

Jose A. Rodriguez 1 FL Bar Member 989444 Jose A. Rodriguez, P.A. 150 Alhambra Circle Suite 1270 Coral Gables FL 33134 305-445-6600 \*H03000315928

#### Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

#### Article VI. Incorporator

The name and address of the incorporator is:
Jose A. Rodriguez
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

# Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 11, 2003.

The undersigned incorporator executed these Articles of Incorporation on November 12, 2003.

JOSE A RODRIGUEZ

by T. Bacz as attorney-in-fact

Jose A. Rodriguez | FL Bar Member 989444 Jose A. Rodriguez, P.A. 150 Alhambra Circle Suite 1270 Coral Gables FL 33134 305-445-6600

# \* H03000315928

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

**CORPORATION:** 

ABW Investments, Inc.

REGISTERED AGENT/OFFICE:

Milagros Sanchez 1300 Brickell Avenue Miami FL 33131

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.

MILAGROS SANCHEZ by T. Bacz as attomey-in-fact

Date: November 12, 2003

Jose A. Rodriguez | FL Bar Member 989444 Jose A. Rodriguez, P.A. 150 Alhambra Circle Suite 1270 Coral Gables FL 33134 305-445-6600

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