

Division of Corporations Public Access System

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Division of Corporations

Fax Number : (850)205-0381

From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

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

: (305) 672-9110 Fax Number

## FLORIDA PROFIT CORPORATION OR P.A.

Fondu Holdings, Inc.

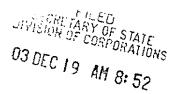
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#### H03000331412



## ARTICLES OF INCORPORATION

#### Article I. Name

The name of this Florida corporation is: Fondu Holdings, Inc.

#### Article II. Address

The Corporation's mailing address is: Fondu Holdings, Inc. 1835 Main Street Suite 101 Weston FL 33326

#### Article III. Registered Agent

The name and address of the Corporation's registered agent is: Joaquin R. Urquiola Goldstein Schechter Price Lucas Horwitz & Co., P.A. 2121 Ponce De Leon Boulevard, Suite 1100 Coral Gables FL 33134

#### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Miguel Fonseca Deyanira Duque Fonseca

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.

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## 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: Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139

#### Article VII. Corporate Existence

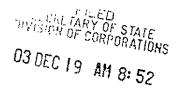
These Articles of Incorporation shall become effective and the corporate existence will begin on December 19, 2003.

The undersigned incorporator executed these Articles of Incorporation on December 19, 2003.

CORPORATE CREATIONS INTERNATIONAL INC. Franco E. Cammarata Vice President and Counsel

by D. Stoutt as attorney-in-fact

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686



# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

#### CORPORATION:

Fondu Holdings, Inc.

#### REGISTERED AGENT/OFFICE:

Joaquin R. Urquiola Goldstein Schechter Price Lucas Horwitz & Co., P.A. 2121 Ponce De Leon Boulevard, Suite 1100 Coral Gables FL 33134

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.

JOAQUIN R. URQUIOLA by D. Stoutt as attorney-in-fact

Date: December 19, 2003

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686