

Division of Corporations

**P04000015135**

Florida Department of State  
Division of Corporations  
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## To:

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Fax Number : (850)205-0381

## From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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**FLORIDA PROFIT CORPORATION OR P.A.****UNION ELECTRICA INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNION ELECTRICA INC.**

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is **UNION ELECTRICA INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation is 10300 N.W. 19<sup>th</sup> Street, Suite 109, Miami, FL 33172.

**ARTICLE III  
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is One Thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Each Holder of Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any instrument convertible into capital stock issued by the corporation.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent of the corporation are:

Mendive & Associates, P.A.  
250 Catalonia Avenue, Suite 705  
Coral Gables, FL 33134

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alhambra Registered Agents, Inc., c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VIII  
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator and all officers and directors of the corporation.

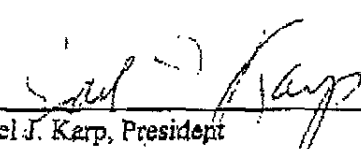
ARTICLE X  
AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of January, 2004.

ALHAMBRA REGISTERED AGENTS, INC.

By:

  
Joel J. Karp, President

**ACCEPTANCE OF REGISTERED AGENT**

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in the Articles, the undersigned hereby accepts the appointment of Mendive & Associates, P.A., as registered agent, agrees that Mendive & Associates, P.A. shall act in that capacity and further agrees that Mendive & Associates, P.A. shall 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 on behalf of Mendive & Associates, P.A., the obligations of the position of registered agent.

Dated: January 20, 2004

MENDIVE & ASSOCIATES, P.A.

By: 

Armando G. Mendive

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