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Florida Department of State  
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From:

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**FLORIDA PROFIT CORPORATION OR P.A.**

**ref icon third, inc.**

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|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
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ARTICLES OF INCORPORATION

OF

REF ICON THIRD, INC.

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

I.  
NAME

The name of this corporation is REF ICON THIRD, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is c/o Nicolás J. Gutiérrez, Jr., Esq., at 2665 South Bayshore Drive, Suite 200, Miami, Florida, 33133.

II.  
EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be March 5<sup>TH</sup>, 2004, and it shall exist perpetually thereafter, unless sooner dissolved according to law.

III.  
PURPOSE

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

IV.  
CAPITALIZATION

The maximum number of shares, which this Corporation is authorized to have outstanding at any time, is 1,000 shares of common stock, having a par value of \$0.01 per share.

Nicolás J. Gutiérrez  
Fla. Bar No.: 0796786  
Suite 200  
2665 South Bayshore Drive  
Miami, Florida 33133

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**V.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 200, 2665 South Bayshore Drive, Miami, Florida; and the initial registered agent of this Corporation at such office shall be Nicolás J. Gutiérrez, Jr., Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process.

**VI.**  
**INITIAL DIRECTORS**

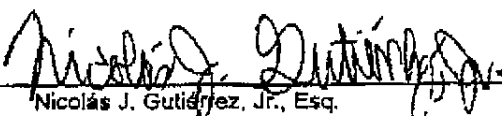
The number of directors constituting the Board of Directors of this Corporation shall be determined in accordance with its Bylaws, but shall not be less than one (1). The name and addresses of the persons, who are to serve as members of the initial Board of Directors are:

| <u>Name &amp; Title</u>               | <u>Address</u>   |
|---------------------------------------|--|
| Mr. Eduardo Henkel Pérez Castro (P,D) | 2665 South Bayshore Drive<br>Suite 200<br>Miami, Florida 33133, U.S.A. |
| Mr. Félix Nuñez Pineda (S,T)          | 2665 South Bayshore Drive<br>Suite 200<br>Miami, Florida 33133, U.S.A. |

**VII.**  
**INCORPORATOR**

The incorporator of this Corporation is Nicolás J. Gutiérrez, Jr., Esq., and his address is Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on March 5<sup>th</sup>, 2004.

  
\_\_\_\_\_  
Nicolás J. Gutiérrez, Jr., Esq.  
Incorporator

Audit Number: \_\_\_\_\_

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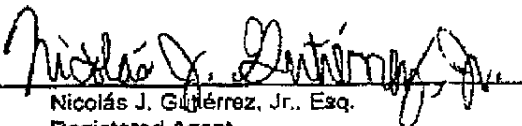
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of this Corporation is REF ICON THIRD, INC.
2. The name and address of the registered agent and the registered office is Nicolás J. Gutiérrez, Jr., Esq., at 2665 South Bayshore Drive, Suite 200, Miami, Florida 33133.

Pursuant to Sections 48.091 and 607.0501, *et seq.*, Florida Statutes, the undersigned has been named to act as the Registered Agent of this Corporation at the place designated in this certificate; and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent of this Corporation; and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for this Corporation.

Date: March 5<sup>TH</sup>, 2004

  
Nicolás J. Gutiérrez, Jr., Esq.  
Registered Agent

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