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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 22 AM 10:07

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FLORIDA PROFIT CORPORATION OR P.A.
MONPELIER VENTURES FLORIDA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MONPELIER VENTURES FLORIDA, INC.**

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04 APR 22 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of MONPELIER VENTURES FLORIDA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MONPELIER VENTURES FLORIDA, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing and business address of the Corporation is:

701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE VI. INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial directors and officers of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION/TITLE(S)</u>
Timur Colak	701 Brickell Avenue Suite 3000 Miami, FL 33131	Director, President, Treasurer

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Susana Alejandra Callau

701 Brickell Avenue
Suite 3000
Miami, FL 33131

Director, Vice President,
Secretary

ARTICLE V. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VI. AUTHORIZED SHARES

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

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Michael A. Silva, Esq.
701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE IX. BYLAWS

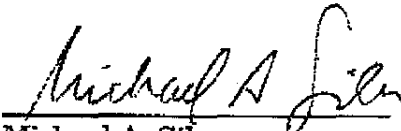
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 22nd day of April, 2004.



Michael A. Silva
Sole Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That MONPELIER VENTURES FLORIDA, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 22nd day of April, 2004.

INTRASTATE REGISTERED AGENT CORPORATION

By: Michael A. Silva
Name: Michael A. Silva
Title: Vice President

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