

OCT-04
Division of Corporations

From AKERMAN, SENTERFITT & EIDSON, P.A.

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Angelica M. Chirn
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

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FLORIDA PROFIT CORPORATION OR P.A.

A CRITICA USA CORP.

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**ARTICLES OF INCORPORATION OF
A CRITICA USA CORP.**
in compliance with Chapter 607, F.S.

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ALLAH, STATE
ALLAH, STATE, FLORIDA

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: A Critica USA Corp.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is: 18671 Collins Ave., Suite 1604, Sunny Isles, FL 33160.

ARTICLE III - CAPITAL STOCK:

The number of shares of common stock that the Corporation is authorized to issue is One Thousand (1,000) at a \$.01 par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV - REGISTERED AGENT:

The name and street address of the registered agent are: American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE V - INCORPORATOR:

The name and street address of the incorporator are: Paulo Miranda, One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE VI - INDEMNIFICATION:

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

American Information Services, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

By: Angela M. Chiru
Angela M. Chiru, Assistant Secretary

Date: 10/11/2004

Paulo Miranda
Paulo Miranda, Incorporator

Date: 10/11/2004

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