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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

INTERBAIRES FLORIDA CORP.

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H05000090046 3 **FILED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
INTERBAIRES FLORIDA CORP.**

ARTICLE I - NAME

The name of the corporation is INTERBAIRES FLORIDA CORP. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, 40th Floor, Miami, Florida 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The name and address of the initial director is Enrique Urioste, c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, 40th Floor, Miami, Florida 33131. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE VI - INITIAL REGISTERED AGENT

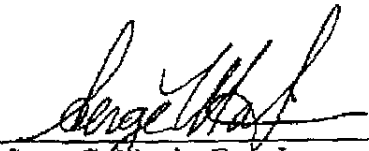
The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 40th Floor, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

H05000090046 3

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Serge G. Martin, Esq., 200 South Biscayne Boulevard, 40th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of April, 2005.

By 
Serge G. Martin, Esq., Incorporator

H05000090046 3

H05000090046 3

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

INTERBAIRES FLORIDA CORP., desiring to organize under the laws of the State of Florida, has designated Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, 40th Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 12th day of April, 2005.

PENINSULA REGISTERED AGENTS, INC.

By: LeeAnn Brehm
LeeAnn Brehm, Vice President

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