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

**WAYUU INVESTMENT, INC.**

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6/24/2005



## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 28, 2005

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: WAYUU INVESTMENT, INC.  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
of  
*Wayuu Investment, Inc.*

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is *Wayuu Investment, Inc.*

ARTICLE II. NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

ARTICLE III. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.

ARTICLE V. ADDRESS

The principle address of the corporation is:

2121 PONCE DE LEON  
SUITE 1050  
CORAL GABLES, FL 33134

and the name of the initial registered agent of this corporation at this address is:

CONSULTING SERVICES OF SOUTH FLORIDA, INC.  
2121 PONCE DE LEON  
SUITE 1050  
CORAL GABLES, FL 33134

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ARTICLE VI. INITIAL DIRECTORS AND OFFICERS

The corporation shall have one (3) directors, and the number of directors may be changed as provided in the bylaws, but shall never be less than one. The name and address of the initial directors and officers are:

MATOGROSSO INTERNATIONAL, INC.  
ROAD TOWN, TORTOLA  
BRITISH VIRGIN ISLANDS

VICE PRESIDENT

LEMCKE, FRIEDERIKE JOHANNA  
2121 PONCE DE LEON BLVD.  
SUITE 1050  
CORAL GABLES, FL 33134

PRESIDENT / DIRECTOR

POSADA LOPEZ, JULIA SILVIA  
2121 PONCE DE LEON BLVD.  
SUITE 1050  
CORAL GABLES, FL 33134

SECRETARY / DIRECTOR

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this corporation is:

Antonio Garcia  
2121 Ponce de Leon Blvd.  
Suite 1050  
Coral Gables, FL 33134

  
Antonio Garcia

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: *Wayuu Investment, Inc.*
2. The name and address of the registered agent and office is:

CONSULTING SERVICES OF SOUTH FLORIDA, INC.  
2121 Ponce de Leon Blvd.  
Suite 1050  
Coral Gables, FL 33134

SIGNATURE *Antonio Luna*  
TITLE Incorporator  
DATE June 23<sup>rd</sup>, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Antonio Luna*  
For: Consulting Services of South Florida, Inc.  
DATE June 23<sup>rd</sup>, 2005

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