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## FLORIDA PROFIT/NON PROFIT CORPORATION

### HEPTASEAS OVERSEAS, INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**HEPTASEAS OVERSEAS, INC.**  
**a Florida Corporation**

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is **HEPTASEAS OVERSEAS, INC.**

**ARTICLE II - MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and principal office of this Corporation shall be:

c/o One S.E. Third Avenue  
 Suite 2250  
 Miami, FL 33131

**ARTICLE III - DURATION**

The period of its duration is perpetual.

**ARTICLE IV - PURPOSE**

The purpose is to engage in all lawful activity.

Arturo J. Aballi  
 One S.E. Third Ave., Suite 2250  
 Miami, Florida 33131  
 Tel: (305) 373-6600  
 Florida Bar #166383

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**ARTICLE V - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the corporation is AMKE Registered Agents, L.L.C. and the initial registered office of this corporation is 2250 SunTrust International Center, One S.E. Third Avenue, Miami, Florida 33131.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased, from time to time, by an amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
XAVIER VANONI DARQUEA	c/o One S.E. Third Ave., Suite 2250 Miami, FL 33131
SANDRO COGLITORE CASTILLO	c/o One S.E. Third Ave., Suite 2250 Miami, FL 33131

**ARTICLE VIII - BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

Arturo J. Aball  
One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
Tel: (305) 373-6600  
Florida Bar #166383

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**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

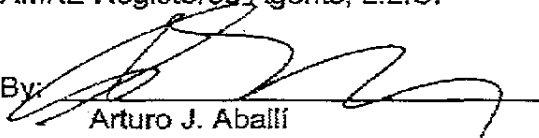
<u>NAME</u>	<u>ADDRESS</u>
AMKE Registered Agents, L.L.C.	2250 SunTrust International Center One S.E. Third Avenue Miami, Florida 33131

**ARTICLE X - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of October, 2006.

AMKE Registered Agents, L.L.C.

By:   
 Arturo J. Aballí  
 Manager

Arturo J. Aballí  
One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
Tel: (305) 373-6600  
Florida Bar #166383

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**CERTIFICATE OF REGISTERED AGENT**

**OF**

**HEPTASEAS OVERSEAS, INC.**

**a Florida Corporation**

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Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That HEPTASEAS OVERSEAS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 11th day of October, 2006.

AMKE Registered Agents, L.L.C.

By: 

Arturo J. Aballi  
Manager

Arturo J. Aballi  
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Miami, Florida 33131  
Tel: (305) 373-6600  
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