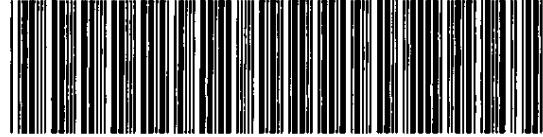


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Corpus Hicno Latin America, Corp  
7848 NW 46th St  
Miami, FL 33166



000080347790

(City/State/Zip/Phone #)

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ARTICLE OF INCORPORATION  
OF  
COMPU-MICRO LATIN AMERICA CORP

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ARTICLE ONE

The name of the corporation is: **COMPU-MICRO LATIN AMERICA, CORP**

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporations shall have authority to issue shall be as follows:

<u>No. of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$ 1.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be: 7848 NW 46<sup>TH</sup> ST  
Miami, Fl 33166

ARTICLE SIX

The name and Florida Street address of the initial registered agent is Francisca Rocha, 7848 NW 46<sup>TH</sup> ST  
Miami, Fl 33166

#### ARTICLE SEVEN

The name and address of the incorporator to these Articles of Incorporation are:

Name: Francisca Rocha

Mailing Address: 7848 NW 46TH ST  
Miami, Fl 33166

Signature: \_\_\_\_\_

Incorporator

#### ARTICLE EIGHT

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

**FRANCISCA ROCHA**  
7848 NW 46<sup>TH</sup> ST  
MIAMI, FLORIDA 33166

**PRESIDENT**

**50%**

**RICHARD DE STEFANO**  
7848 NW 46<sup>TH</sup> ST  
MIAMI, FLORIDA 33166

**VICE-PRESIDENT**

**50%**

**LUIS ROCHA**  
7848 NW 46<sup>TH</sup> ST  
MIAMI, FLORIDA 33166

**GENERAL MANAGER**

#### ARTICLE NINE

The private property of the shareholders shall not be subject to the payment of the corporate debts of any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.


#### ARTICLE TEN

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

**ARTICLE ELEVEN**

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

*Having been named as registered agent and to accept service of process for the above stated corporation and the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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/Registered Agent

\_\_\_\_\_  
Date

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