

Division of Corporations

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

H.C. Estate Investment Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
H.C. Estates Investment Corp.

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: H.C. Estates Investment Corp.

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 1000 Brickell Avenue, Suite 1020, Miami, Florida 33131.

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Carlos J. Villanueva, Esq.
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

ARTICLE V

The corporation's initial Board of Directors shall consist of two Directors whose names and addresses are:

Hector Cardenas Curiel
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

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Lorenza Garcin Salcedo
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Carlos J. Villanueva, Esq.
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

ARTICLE VII

The name and addresses of the initial officers of the corporation are as follows:

Hector Cardenas Curiel
President
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

Sergio Lopez Torres
Vice-President
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

Ignacio Javier Curiel Gasteluna
Secretary
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

Lorenza Garcin Salcedo
Treasurer
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

ARTICLE VIII

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

ARTICLE IX

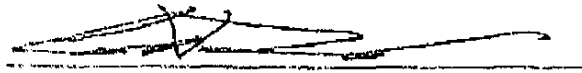
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No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is the result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Carlos J. Villanueva, has executed these Articles of Incorporation on this 15 day of November, 2006.


Carlos J. Villanueva
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: H.C. Estates Investment Corp.
2. The name and the Florida street address of the initial registered agent are:

Carlos J. Villanueva
1000 Brickell Avenue, Suite 1020
Miami, Florida 33131

Having been named as registered agent and to accept service of process for H.C. Estates Investment Corp. at 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.

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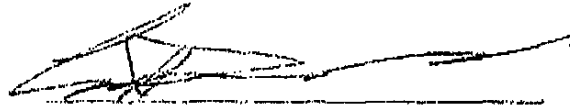
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Please see attached. Valerie R. Hodge Paralegal :FOLEY Foley & Lardner LLP Post Office Box 240 Jacksonville, Florida 32201-0240 One Independent Drive, Suite 1300 Jacksonville, FL 32202 Tel: 904.359.2000, Ext. 8905 Fax: 904.359.8700
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