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FLORIDA PROFIT/NON PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
GABYORCA USA CORPORATION

THE UNDERSIGNED, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

**GABYORCA USA CORPORATION**

ARTICLE II

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) SHARES with a par value of FIVE AND NO/100 (\$5.00) DOLLARS each share.

MARCO DE LA CAL, ESQUIRE  
Florida Bar No. 314587  
999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, FL 33134  
Ph: (305) 444-3800

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**ARTICLE V**

The street address of this corporation's initial registered office is:

**14744 SW 56<sup>th</sup> Street  
Miami, Florida 33185**

and the name of its initial Registered Agent at such address is:

**ORLANDO CARVAJAL JR.**

**ARTICLE VI**

The number of directors constituting the initial Board of Directors and Officers shall be one (1) and the name and address of the person who is to serve as member thereof are as follows:

**ORLANDO CARVAJAL JR.: President/Secretary/Treasurer  
14744 SW 56<sup>th</sup> Street  
Miami, Florida 33185**

**ARTICLE VII**

The principal office and/or mailing address of the Corporation are as follows:

**14744 SW 56<sup>th</sup> Street  
Miami, Florida 33185**

**ARTICLE VIII**

The name and address of this corporation's incorporator are as follows:

**ORLANDO CARVAJAL JR.  
14744 SW 56<sup>th</sup> Street  
Miami, Florida 33185**

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 4th day of May, 2007.

  
\_\_\_\_\_  
ORLANDO CARVAJAL JR.

STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF MIAMI-DADE)

WE HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **ORLANDO CARVAJAL JR.**, well known to be the person described in the foregoing Articles of Incorporation of **GABYORCA USA CORPORATION**, and executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals in Coral Gables, Miami-Dade County, Florida, on this 04 day of May, 2007.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: DECEMBER 25, 2010



**RESIDENT AGENT CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **GABYORCA USA CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Miami-Dade County, Florida, has named **ORLANDO CARVAJAL JR.**, at **14744 SW 56<sup>th</sup> Street, Miami**,

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Florida 33185, as its agent to accept service of process within this state.

  
ORLANDO CARVAJAL JR.

**ACKNOWLEDGEMENT**

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

  
ORLANDO CARVAJAL JR.

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