

**Electronic Articles of Incorporation
For**

P08000096964
FILED
October 28, 2008
Sec. Of State
jshivers

PONDISA USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PONDISA USA, INC.

Article II

The principal place of business address:

1221 BRICKELL AVENUE
NINTH FLOOR
MIAMI, FL. 33131

The mailing address of the corporation is:

1221 BRICKELL AVENUE
NINTH FLOOR
MIAMI, FL. 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

STEPHEN P WALROTH-SADURNI
1221 BRICKELL AVENUE
NINTH FLOOR
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: STEPHEN P. WALROTH-SADURNI

Article VI

The name and address of the incorporator is:

STEPHEN P. WALROTH-SADURNI
18001 OLD CUTLER ROAD
SUITE 431
MIAMI, FLORIDA 33157

Incorporator Signature: STEPHEN P, WALROTH-SADURNI

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P,D
CARLOS PONCE
1221 BRICKELL AVENUE, 9TH FLOOR
MIAMI, FL. 33131 US

Article VIII

The effective date for this corporation shall be:

10/28/2008