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Florida Department of State
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE 10/6/09

FLORIDA PROFIT/NON PROFIT CORPORATION

CLECE INC.

Certificate of Status	0
Certified Copy	1
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLECE INC.**

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The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is CLECE Inc. (the "Corporation"). The street address of the principal office and mailing address of the Corporation is 11th Floor, 1111 Brickell Avenue, Miami, Florida 33131.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be October 6, 2009, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 300
2950 SW 27th Avenue
Miami, Florida 33133

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**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. At no time shall the Corporation have more than 100 shareholders.

**V.
BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall be comprised of two persons. The number of members of the Board of Directors shall be established from time to time by the resolution of the shareholders. The names and addresses of the initial Board of Directors shall be as follows:

Javier Román Hernando
11th Floor
1111 Brickell Avenue
Miami, Florida 33131

Vicente Carceller Montón
11th Floor
1111 Brickell Avenue
Miami, Florida 33131

**VI.
BY-LAWS**

The Bylaws of the Corporation shall be adopted by resolution of the shareholders and may be amended only by resolution of the shareholders.

**VII.
INITIAL REGISTERED OFFICE AND AGENT**

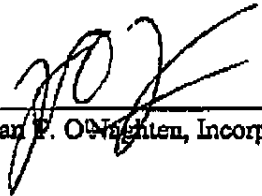
The initial registered office of this Corporation shall be Suite 300, 2950 SW 27th Avenue, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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**VIII.
INCORPORATOR**

The incorporator is Juan T. O'Naghten and his address is Suite 300, 2950 SW 27th Avenue, Miami, Florida 33131.

In Witness Whereof, the undersigned has executed these Articles of Incorporation on October 6, 2009.



Juan T. O'Naghten, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: CLECE Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 300, 2950 SW 27th Avenue, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: October 6, 2009



Juan T. O'Naghten, Registered Agent

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