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CARLTON FIELDS

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
PIEDRA ROJA INC.

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**ARTICLES OF INCORPORATION
OF
PIEDRA ROJA INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Piedra Roja Inc. Its principal office address and business mailing address is 900 Biscayne Boulevard, Unit 5706, Miami, Florida 33132.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue one thousand (1,000) shares of Class A Common Stock, \$.01 par value, and ten thousand (10,000) shares of Class B Common Stock, \$.01 par value. The Class A Common Stock and the Class B Common Stock are hereinafter sometimes collectively referred to as "Common Stock." The rights, preferences, voting powers and the qualifications, limitations and restrictions of the authorized stock shall be as follows:

A. **Voting Powers.** The voting power for the election of directors and all other purposes shall be vested exclusively in the holders of Class A Common Stock, and except as otherwise required by law, the holders of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. Each share of Class A Common Stock outstanding on any record date shall be entitled to one vote.

B. **Class A Common Stock and Class B Common Stock.** Except as otherwise set forth below in this Article IV, the relative rights, preferences, qualifications, limitations and restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

1. **Dividends.** The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation (other than Common Stock) or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a pro rata basis in all such dividends and other distributions. In the case of dividends or other distributions payable in Common Stock, including distributions pursuant to stock

splits or divisions of Common Stock, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock and all such dividends or distributions shall be payable at the same rate per share on Class A Common Stock and Class B Common Stock so as to retain, immediately before and immediately after giving effect to such dividend or other distribution, the relative proportion of outstanding shares of Class A Common Stock and Class B Common Stock.

2. **Liquidation.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Common Stock, and the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to receive the same amount per share in respect thereof. For purposes of this Paragraph (B)(2), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a merger or share exchange involving the Corporation and one or more other corporations (whether or not the Corporation is the corporation surviving such merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

3. **Reorganization.** In case of any reorganization, share exchange or merger of the Corporation with another corporation in which shares of Class A Common Stock or Class B Common Stock are converted into (or entitled to receive with respect thereto) shares of stock and/or other securities or property (including cash), each holder of a share of Class A Common Stock and each holder of a share of Class B Common Stock shall be entitled to receive with respect to each such share the same kind and amount of shares of stock and other securities and property (including cash). In the event that the holders of shares of Class A Common Stock (or of shares of Class B Common Stock) are granted rights to elect to receive one of two or more alternative forms of consideration, the foregoing provision shall be deemed satisfied if holders of shares of Class A Common Stock and holders of shares of Class B Common Stock are granted substantially identical election rights.

ARTICLE V – BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Cristian Alliende	900 Biscayne Boulevard, Suite 5706 Miami, Florida 33132
Roberto Gomez	900 Biscayne Boulevard, Suite 5706 Miami, Florida 33132
Rodrigo Gabor	900 Biscayne Boulevard, Suite 5706 Miami, Florida 33132
Patricio Ureta	900 Biscayne Boulevard, Suite 5706 Miami, Florida 33132

**ARTICLE VI- INITIAL
REGISTERED OFFICE AND AGENT**


The street address of the initial registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII- INCORPORATOR

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

<u>Name</u>	<u>Address</u>
William D. Rohrer, Esq.	100 SE Second Street Suite 4200 Miami, Florida 33131

Dated: May 31, 2011



William D. Rohrer, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 31st day of May, 2011.

Registered Agent:

CFRA, LLC

By: 

William D. Rohrer, Esq., Authorized Agent

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