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NAME: PENUELA, INC.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**- OF -****PENUELA, INC.**

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **PENUELA, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 5101 Collins Avenue, Suite 10-D, Miami Beach, FL 33140, and the name of the registered agent of this corporation at that address is **ANTONIO PENUELA**. The address of the corporation's principal office is the same as the address of its registered office.

Prepared by: Antonio Penuela
5101 Collins Avenue, Suite 10-D
Miami Beach, FL 33140
(305) 864-4950

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO PENUELA	5101 Collins Avenue Suite 10-D Miami Beach, FL 33140

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO PENUELA	5101 Collins Avenue Suite 10-D Miami Beach, FL 33140

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of February, 1995.

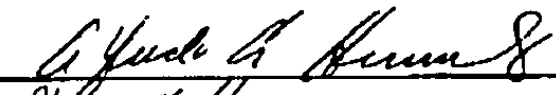

ANTONIO PENUELA

STATE OF FLORIDA

) ss.:

COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 7th day of February, 1995, by ANTONIO PENUELA, who is personally known to me or who provided me with Fla. # 1340-001-54-146-0, as identification, and who did/did not take an oath.


Alfredo O. Hernandez NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:



ALFREDO O. HERNANDEZ
My Commission 00410886
Expires Sep. 20, 1998
Bonded by \$400
000-000-1288

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DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

.....

(Attached to the Articles of Incorporation of

PENUELA, INC.

and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.0901, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, **PENUELA, INC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami Beach, County of Dade, State of Florida, has named **ANTONIO PENUELA**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



ANTONIO PENUELA,
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA