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**TRANSMITTAL LETTER**

March 21, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 AM 8:06

SUBJECT: ONIPSE, INC.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$131.50, covering Filing Fees a Certified Copy and a Certificate.

**EFFECTIVE DATE**

FROM: Jorge C. Espino  
11621 S.W. 102 St.  
Miami, Florida 33176.  
(305) 279-7961

APR 1 1995

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ARTICLES OF INCORPORATION  
OF  
ONIPSE, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be ONIPSE, INC.

ARTICLE II  
COMMENCEMENT-DURATION

Corporate existence shall commence on April 1, 1995, with the filing of these Articles of Incorporation. The duration of ONIPSE, INC., shall be perpetual.

ARTICLE III  
PURPOSE

The general purposes for which ONIPSE, INC., is organized are:

- A. Investment in Real Estate Property.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Service Corporation Act.
- C. To do such other lawful things as are incidental to the foregoing as necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares which ONIPSE, INC., is authorized to issue is 5,000. Such shares shall be common stock of a single class and have a par value of (\$1.00) per share.

EFFECTIVE DATE

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ARTICLE V  
PRINCIPAL OFFICE

The street address of the initial principal office of ONIPSE, INC., is 11621 S.W. 102 St. Miami, Florida 33176.

ARTICLE V I

The number of Directors of ONIPSE, INC., shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of ONIPSE, INC., is three (3). The name and address of the persons who are to serve as the initial Board of Directors are as follows:

JORGE C. ESPINO  
11621 S.W. 102 St.  
MIAMI, FLORIDA 33176  
President / Treasurer / Director

BERTHA ESPINO  
607 Bird Rd.  
CORAL GABLES, FLORIDA 33134  
Vice-President / Director

LUIS P. BERRIOS  
9157 S.W. 72nd Ave.  
Apt. S-2  
MIAMI, FLORIDA 33156  
Vice-President / Secretary / Director

ARTICLE VI I  
INCORPORATION

The Incorporator of ONIPSE, INC., is Jorge C. Espino whose address is 11621 S.W. 102 St. Miami, Florida 33176.

#### ARTICLE VIII CUMULATIVE VOTING

In all elections for Directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him for as many persons as there are Directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principle among as many candidates as he shall think fit.

#### ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of ONIPSE, INC., shall be entitled to full preemptive rights to purchase his pro-rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of ONIPSE, INC., convertible into or carrying a right to subscribe to or acquire shares of such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

#### ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of ONIPSE, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of ONIPSE, INC., with any other corporation, or to sell, lease, encumber or convey all or substantially all the assets of ONIPSE, INC., or voluntarily dissolve, liquidate or wind up affairs.

#### ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of ONIPSE, INC., and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of ONIPSE, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A: The voting of shares in ONIPSE, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and / or Officers of the Corporation.

B: The limitation of the business affairs of ONIPSE, INC., or its purposes and powers to specified activities or enterprises.

C: The management of the business affairs of ONIPSE, INC., and the division of the profits of the Corporation.

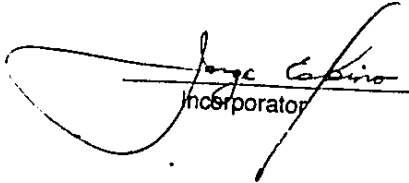
D: Restrictions on the transfer of shares of stock in ONIPSE, INC.

E: The right and power of ONIPSE, INC., or the shareholder upon proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F: Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement (s) shall be in writing and shall be executed by the shareholders to be bound thereby. ONIPSE, INC., is hereby empowered to become a party to any such Agreement and shall be bound by provisions thereof, if a party. Said Agreement (s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, the Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.


Executed by the undersigned Incorporator on this 21 day of March, 1995.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JORGE C. ESPINO, to me well known and known to me to be the Incorporator of ONIPSE, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal in the State and County aforesaid this 21 day of March, 1995.

  
Notary Public



LUIS ESTEFANI JR  
My Commission CC440368  
Expires Feb. 20, 1999  
Bonded by HAI  
800-422-1555

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is: ONIPSE, INC.  
11021 S.W. 102 St.  
MIAMI, FLORIDA 33176.

2. The name and address of the registered agent is:

MARIA D. NIETO  
678 BIRD RD.  
CORAL GABLES, FLORIDA 33146.

Having been named as registered agent and to accept services of  
process for the above stated corporation at the place designated in this  
certificate, I hereby accept the appointment as registered agent and  
agree to act in this capacity. Further agree to comply with the provisions  
of all statutes relating to the proper and complete performance of my  
duties, and I am familiar with and accept the obligations of my position as  
registered agent.

Maria D. Nieto  
Maria D. Nieto

21 day of March, 1995.

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