

ONS

((H95000004691)))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF REVENUE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H95000004691)))

NAME: TECNOENERGIA, CORP.

FAX AUDIT NUMBER: H95000004691

DATE REQUESTED: 04/28/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$122.50

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

4/26

APR-26-1995 12:25 FROM EMPIRE

DIV CORP ELT F1 P.01

ARTICLES OF INCORPORATION
OF

TECNOENERGIA, CORP.

ARTICLE I - NAME

The name of this Corporation is TECNOENERGIA, CORP.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity 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 One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is RAUL R. DELGADO DE ARMAS, ESQUIRE and the street address of the initial registered office of this Corporation is 2100 Ponce de Leon Boulevard, Suite 1100, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have five (X) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Mario Cadena Giraldo

Final Avenida Principal del
Bosque, Edificio Royal Palace
Piso 5, Oficina 504
Plaza Brion, Chacaito
Caracas 1050, Venanzuela

Richard Fernandez

Final Avenida Principal del
Bosque, Edificio Royal Palace
Piso 5, Oficina 504
Plaza Brion, Chacaito
Caracas 1050, Venanzuela

The articles were prepared by:

RAUL R. DELGADO DE ARMAS, ESQUIRE
Florida Bar No. 0793329
Raul R. Delgado de Armas & Associates, P.A.
2100 Ponce de Leon Boulevard, Suite 1100
Coral Gables, Florida 33134
(305) 446-0076

TO DIV CORP ELT FI P.02

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Doménico Del Vecchio

Final Avenida Principal del
Bosque, Edificio Royal Palace
Piso 5, Oficina 504
Plaza Brion, Chacao
Caracas 1050, Venezuela

Juan Gonsalves

Final Avenida Principal del
Bosque, Edificio Royal Palace
Piso 5, Oficina 504
Plaza Brion, Chacao
Caracas 1050, Venezuela

Pedro Novak

Final Avenida Principal del
Bosque, Edificio Royal Palace
Piso 5, Oficina 504
Plaza Brion, Chacao
Caracas 1050, Venezuela

Lucia Masseo

Final Avenida Principal del
Bosque, Edificio Royal Palace
Piso 5, Oficina 504
Plaza Brion, Chacao
Caracas 1050, Venezuela

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is RAUL R. DRIGADO DE ARMAS.

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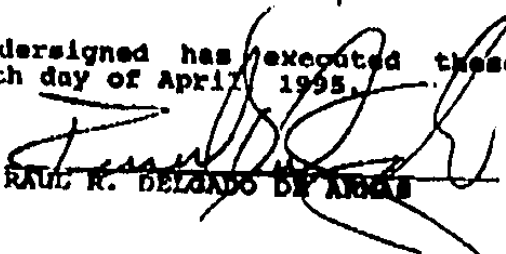
ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 2100 Ponce de Leon Boulevard, Suite 1100, Coral Gables, Florida 33134, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25th day of April, 1995.

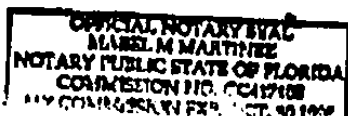

RAUL R. DELGADO DE ARMAS

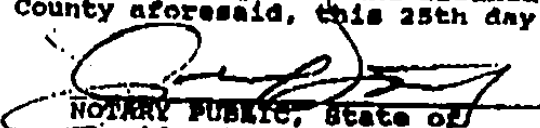
STATE OF FLORIDA)

COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared RAUL R. DELGADO DE ARMAS, personally known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of TECNOENERGIA, CORP., and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of April, 1995.




NOTARY PUBLIC, State of
Florida at Large.

MABEL MARTINEZ

My commission expires on:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

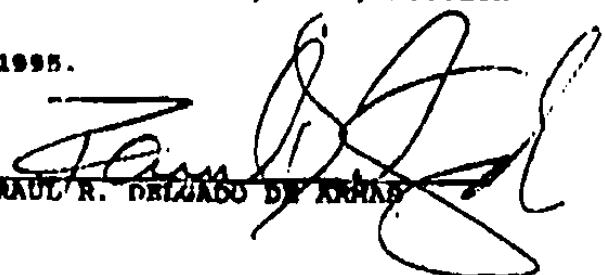
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

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First, that TECNOENERGIA, CORP., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named RAUL R. DELGADO DE ARMAS, ESQUIRE, located at 2100 Ponce de Leon Boulevard, Suite 1100, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 25th day of April, 1995.


RAUL R. DELGADO DE ARMAS

The articles were prepared by:

RAUL R. DELGADO DE ARMAS, ESQUIRE
Florida Bar No. 0793329
Raul R. Delgado de Armas & Associates, P.A.
2100 Ponce de Leon Boulevard, Suite 1100
Coral Gables, Florida 33134
(305) 446-0076

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TALLAHASSEE, FLORIDA

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