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FLORIDA DIVISION OF CORPORATIONS

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FROM: ADORNO & ZEDER, P.A.

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MIAMI FL 33133-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BERENGUER CONSULTING, INC.

FAX AUDIT NUMBER: H95000005564

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ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

2601 SOUTH BAYSHORE DRIVE

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MIAMI, FLORIDA 33133

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FROM: Justin Wilson
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COMMENTS: Please file the attached Articles

Total number of pages including cover letter: 5

DATE: 5/17/95

A & Z Reference: 11007.001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BERENGUER CONSULTING, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is BERENGUER CONSULTING, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is: 2801 Ponce de Leon Boulevard, Suite 270, Coral Gables, Florida 33134.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2801 Ponce de Leon Boulevard, Suite 270, Coral Gables, Florida 33134, and the registered agent at that address is: Jose M. Berenguer, III.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jose M. Berenguer, III, Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Jose M. Berenguer, II, 1121 Crandon Boulevard, Apartment D-1103, Key Biscayne, Florida 33149.

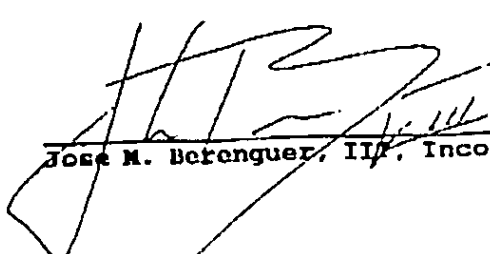
Jose M. Berenguer, III
Florida Bar Number 347006
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

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- EIGHT:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 1995.


Jose M. Berenguer, III, Incorporator

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I heraby accept the appointment as registered agent of
BERENGUER CONSULTING, INC. contained in the foregoing Articles of
Incorporation and state that I am familiar with and accept the
obligations of Section 607.0505 of the Florida Business Corporation
Act.



Jose M. Berenguer, III,
Registered Agent

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