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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
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(((H95000008152))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ERSA INTERNATIONAL CORP.

FAX AUDIT NUMBER: H95000008152 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1995

EMPIRE

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SUBJECT: ERSA INTERNATIONAL CORP.
REF: W95000014947

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Steven Godfrey
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
ERS INTERNATIONAL CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is:

ERS INTERNATIONAL CORP.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the state of Florida whatsoever..

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of initial registered office of this corporation is 101 N.E. 2nd Avenue, 2nd Floor City of Miami County of Dade State of Florida, and the name of the initial registered agent of this corporation at this address is Rogerio Alves as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:
101 N.E. 2nd Avenue, 2nd Floor, Miami, Florida 33132

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Ave., #1100, Miami, Florida 33130 (305) 374-6288

ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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. The name and address of the initial director of this corporation is:

NAME	ADDRESS
Mr. Rogerio Alves	101 N.E. 2nd Ave., 2nd Floor Miami, Florida 33132

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Mr. Rogerio Alves, 101 N.E. 2nd Avenue, 2nd Floor
Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of ERS INTERNATIONAL CORP. this 24th day of July, 1996.

SUBSCRIBER

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorised to take acknow-

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ledgments in the State and County above set forth, personally appeared Mr. Rogerio Alves known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24th day of July, 1995.

OFFICIAL NOTARY SEAL
MARTHA MARCH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. [illegible]
MY COMMISSION EXP. MAR. [illegible]

Martha March

NOTARY PUBLIC, State of Florida at Large.

My commission expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

REGISTERED AGENT

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TALLAHASSEE FLORIDA

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