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ARTICLES OF INCORPORATION
OF
APICE, INC.

The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be APICE, INC. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One ($1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

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The street address of the initial principal office and the name and address of it's registered agent shall be as follows:

William H. Albornoz, Esq.
Fl Bar No. 329568
901 Ponce de Leon Blvd. #701
Coral Gables, Fl 33134
(305) 444.1741

WILLIAM H. ALBORNOZ, ESQ.
901 PONCE DE LEON BLVD., SUITE 701
CORAL GABLES, FLORIDA 33134

ARTICLE V

The initial board of directors of the corporation shall be composed of ONE person. The name and address of this corporation's directors are as follows:

JULIO CESAR ALGERI
c/o LINO MARINI
2937 SW 27TH AVENUE, SUITE #201
MIAMI, FLORIDA 33133

ARTICLE VI

The name and address of the incorporator of this corporation is:

JULIO CESAR ALGERI
c/o LINO MARINI
2937 SW 27TH AVENUE, SUITE #201
MIAMI, FLORIDA 33133

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ARTICLE VII

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 21 day of August, 1995.

JULIO CESAR ALGERI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of regist[illegible]d agent contained in the foregoing Articles of Incorporation.

William H. Alb

WILLIAM H. ALBORNOZ, ESQ.

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