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1/02/96
FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-000018-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: INDEX S.A., INC.
FAX AUDIT NUMBER: H96000000080 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/02/1996 TIME REQUESTED: 16:04:51
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004

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DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Index S.A. , Inc.**

Article I. Name

The name of this Florida corporation is Index S.A. , Inc.

Article II. Address

The mailing address of the Corporation is:

Index S.A. , Inc.
848 Brickell Avenue, Suite 615
Miami, FL 33131

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Jose A. Rodriguez
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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TALLAHASSEE, FLORIDA

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extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Sandra Ortiz
James J. Sprowls

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of December 29, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on December 29, 1995.

Corporate Creations International Inc.

By: 

Luis A. Uriarte, Jr., Vice President

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

CORPORATION:
Index S.A. , Inc.

REGISTERED AGENT:
Jose A. Rodriguez
3211 Ponce De Leon Blvd., Suite 202
Coral Gables, FL 33134

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Jose A. Rodriguez
by Luis A. Uriarte, Jr. as attorney-in-fact

Date: December 29, 1995

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. INDEX S.A., INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to Section 607.177 of Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is: INDEX S.A., INC. (Document Number P96000000515)

The principal place of business and mailing address of this corporation is 848 Brickell Ave Suite # 615, Miami, Florida 33131.

SECOND

The following amendments to the articles of incorporation were adopted by the corporation:

The name of the new registered agent is JAMES J. SPROWLS.

The street address of the new registered agent is 848 Brickell Ave Suite #615, Miami, Florida 33131.

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Amendment to Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 of Florida statutes.

Agent Sign _____
Apr 30/97

THIRD

This corporation shall have one director. The number of directors may be increased or diminished from time to time as provide for by the Bylaws, but shall never be less than two. The names and street addresses of the directors of this corporation are:

JAMES J. SPROWLS ----- President
840 Brickell Ave Suite 615
Miami, Fl 33131

FOURTH

The amendments were adopted by the shareholders of the corporation on this 30 of April of 1997.


James J. Sprowls
President.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared James J. Sprowls to me known to be the person who executed the foregoing articles of amendment to the articles of incorporation according to the law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 of April of 1997.



[Handwritten Signature]
NOTARY PUBLIC
State of Florida

OFFICIAL NOTARY SEAL
JAMES J. SPROWLS
My commission Expires:
MY COMMISSION EXP NOV 9, 2000