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**ARTICLES OF INCORPORATION  
OF  
MARCELA, INC.**

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**Prepared by:**

**Manuel M. Arvasu, Esq. (Fl. Bar #0525294)  
2008 S. Dixie Highway, Suite 200  
Miami, Florida 33133  
(305)854-3330**

INDEX

<b>ARTICLE I</b>	
NAME	1
<b>ARTICLE II</b>	
DURATION	1
<b>ARTICLE III</b>	
INCORPORATION	1
<b>ARTICLE IV</b>	
PURPOSE	1
<b>ARTICLE V</b>	
AUTHORIZED SHARES	1
<b>ARTICLE VI</b>	
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES	1
<b>ARTICLE VII</b>	
REGISTERED OFFICE AND AGENT	3
<b>ARTICLE VIII</b>	
INITIAL BOARD OF DIRECTORS	3
<b>ARTICLE IX</b>	
INCORPORATOR	3
<b>ARTICLE X</b>	
MAILING ADDRESS	3

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**ARTICLES OF INCORPORATION  
OF  
MARCELA, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

**ARTICLE I  
NAME**

The name of this corporation is MARCELA, INC..

**ARTICLE II  
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III  
INCORPORATION**

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE IV  
PURPOSES**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V  
AUTHORIZED SHARES**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having no par value.

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**ARTICLE VI**

**INDEMNIFICATION OF DIRECTORS,  
OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

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Section 4. No Rights of Subrogation. Indemnification hereunder and under the bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

**ARTICLE VII**

**REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this corporation in the State of Florida is 2000 South Dixie Highway, Suite 200, Miami, Florida 33133.

The name of the initial registered agent at such address is MANUEL M. ARVESU, ESQ.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The initial Board of Director shall consist of one (1) member.

The initial Director and her addresses is:

<u>NAME</u>	<u>ADDRESS</u>
Maria Celeste Arraras	4040 Ventura Street Coconut Grove, FL 33133

**ARTICLE IX  
INCORPORATOR**

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Manuel M. Arvesu	2000 South Dixie Highway Suite 200 Miami, Florida 33133

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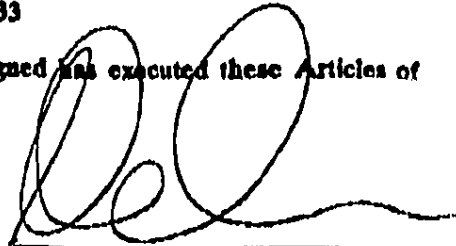
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**ARTICLE X  
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

2000 South Dixie Highway, Suite 200  
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 9th day of April, 1996.



**MANUEL M. ARVESU**  
Incorporator

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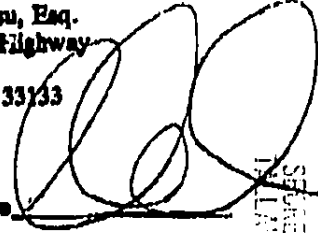
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**CERTIFICATE OF RESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

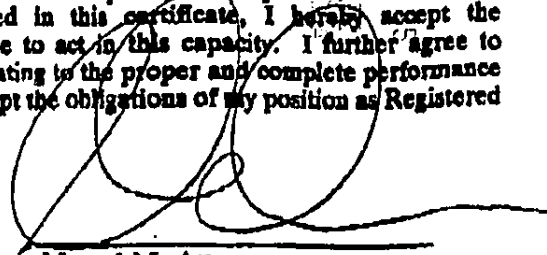
- 1. The name of the corporation is:  
**MARCELA, INC.**
- 2. The name and address of the Registered Agent and Office is:

**Manuel M. Arvesu, Esq.  
2000 South Dixie Highway  
Suite 200  
Miami, Florida 33133**

Signature 

Date 4/9/96

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



**Manuel M. Arvesu**

Date 4/9/96

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TALLAHASSEE, FLORIDA

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