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LAW OFFICES

Ana Maria Angulo

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July 31, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/08/96--01005--001
****122.50 ****122.50

RE: I.M.A.T. INVESTMENTS INCORPORATED

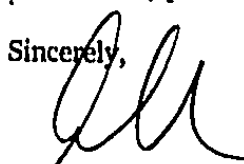
To whom it may concern:

Enclosed please find original Articles of Incorporation together with check in the amount of \$122.50 representing the filing fee in connection therewith.

Please return the certified copy to me at your earliest possible convenience.

Thank you for your prompt attention to this matter, and if you should have any questions whatsoever, please contact me.

Sincerely,



ANA MARIA ANGULO
AMA/to

Enclosures

C:\PROGRA~1\MSOFFICE\OUTLOOK

AL JUL - 6 1996

FILED
JUL - 5 PM 4:02
TALLAHASSEE, FLORIDA
STATE OF FLORIDA

ARTICLES OF INCORPORATION OF I.M.A.T. INVESTMENTS INCORPORATED

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I

IDENTIFICATION

The name and mailing address of the corporation

I.M.A.T. INVESTMENTS INCORPORATED
c/o Ana Maria Angulo
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134

FILED
MAR 5 1982
PH 15-02
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

1. The aggregate number of shares that the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of common stock, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. The par value shall be one (\$1.00) dollar per share.
2. FIVE HUNDRED shares of common stock of the corporation shall be issued for cash, property, or past services actually rendered.
3. The sum of the par value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
4. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.
5. The shares of the corporation are not to be divided into classes.
6. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT

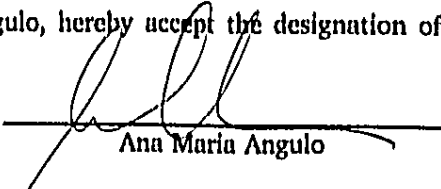
The address of the initial registered office of the corporation is:

**2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134**

and the name of the initial registered agent at such address is

ANA MARIA ANGULO

I, Ana Maria Angulo, hereby accept the designation of Registered Agent of the Corporation.



Ana Maria Angulo

ARTICLE VI

BOARD OF DIRECTORS

1. The initial Board of Directors shall consist of two (2) Director(s) who need not be a resident(s) of this State or Shareholder(s) of the Corporation.
2. The name(s) and address(es) of the persons who shall serve as Director(s) until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

**ANDRES NUNEZ and MARIA ESTRELLA NUNEZ
c/o Ana Maria Angulo
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134**

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

**ANDRES NUNEZ
c/o Ana Maria Angulo
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134**

ARTICLE VIII

PREEMPTIVE RIGHTS

1. Shareholders of the corporation shall have preemptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of another corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ADDITIONAL PROVISIONS

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

5. The majority vote of the shareholders of the corporation shall be required of any shareholder action.

ANDRES NUNEZ

STATE
FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at this 30 day of July, 1996. 01

My Commission Expires: