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M.R. GENERAL SERVICES  
GROUP CORP

2093 SW 1 ST STREET • MIAMI • 305-644-9333 • FAX: 305-641-0985

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FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

August 9, 1996

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SANDRA B. MORTHAN  
SECRETARY OF STATE  
FLORIDA DEPARTMENT STATE...DIVISION OF CORPORATIONS

P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

Dear Secretary

Please send back to us those articles of incorporation of CLERICOT INC, in order to we can complete the incorporation kid for this company.

If you should have any question please call us,

Sincerely,

  
MANUEL RICHARDSON  
GENERAL MANAGER

m 8-14-96

ARTICLES OF INCORPORATION  
OF  
CLERICOT INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1-NAME

The name of the Corporation is CLERICOT INC.

ARTICLE 2- PURPOSE OF CORPORATION

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

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of the corporation is 225 NE 2ND AVE. MIAMI, FLORIDA 33132 and the mailing address is the same.

ARTICLE 4- INCORPORATORS

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

GABRIELLA TORRES  
225 NE 2ND AVE  
MIAMI, FLORIDA 33132

GONZALO TORRES  
225 NE 2ND AVE  
MIAMI, FLORIDA 33132

#### **ARTICLE 5 - PRESIDENT**

The Initial President of the corporation shall be **GABRIELLA TORRES** whose address shall be the same as the principal office of the corporation.

#### **ARTICLE 6- CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

#### **ARTICLE 8- TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE 9-TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 10-REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this corporation is **GONZALO TORRES**  
**225 NE 2ND AVE. MIAMI, FL 33132**

#### ARTICLE 11-BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number would constitute-

a full Board of Directors at the time of such action shall be necessary to take any action for the making, alternation, amendment or repeal of the Bylaws.

#### ARTICLE 12- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 13- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles in Incorporation or any amendment hereto are granted subject tot his reservation.

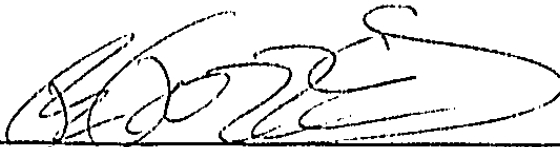
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8 day of AUGUST, 1996.

  
\_\_\_\_\_  
GABRIELLA TORRES, Incorporator

  
\_\_\_\_\_  
GONZALO TORRES, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

The undersigned GONZALO TORRES Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607-0505, Florida Statutes.

A handwritten signature in black ink, appearing to read 'Gonzalo Torres', is written over a horizontal line.

GONZALO TORRES

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA