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8/10/96
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
100 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 222-4800
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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNIT CORPORATION
FAX AUDIT NUMBER: H90000011500
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
UNIT CORPORATION

ARTICLE I

NAME

The name of the Corporation is UNIT CORPORATION.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

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

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:

Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887

(305) 374.0030

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**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 25 S.E. 2nd Avenue, Suite 1139, Miami, Florida 33131. The Registered Agent is Nelson Slosbergas at 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES**ADDRESSES****HELIO SIMAO JUNIOR****25 S.E. 2nd Avenue, Suite 1139
Miami, Florida 33131**

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ARTICLE VIII

LIMITATION AS TO POWERS OF OFFICERS/ DIRECTOR APPROVAL REQUIRED

An affirmative vote of a majority of the Board of Directors shall be required in order to:

- a. Change the business of the Corporation from that in which it is presently engaged;
- b. Sell or otherwise dispose of all or substantially all of the assets of the Corporation;
- c. Assign, pledge, mortgage, grant security interests in or otherwise encumber any of the assets of the Corporation, or cause the Corporation to guarantee the debts or other obligations of any other party, except in the ordinary course of business of the Corporation;
- d. Borrow any money or property or otherwise obtain financing for the Corporation, other than credit purchases of goods and services on a current basis and in the normal course of business;
- e. Assign the right of the Corporation on specific Corporation property for other than a Corporation purposes;
- f. Make, execute or deliver any general assignment for the benefit of creditors or any bond, guaranty, indemnity bond, or surety bond;
- g. Assign, transfer, pledge, compromise, or release any claim of the Corporation except for full payment, or

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arbitrate, or consent to the arbitration of any of its disputes or controversies;

- h. Initiate, terminate or settle any legal proceedings to which the Corporation is a party;
- i. Cause the business of the Corporation to be conducted other than in the ordinary course;
- j. Enter into any contract or agreement requiring a distribution of funds in excess of \$1,000.00; and
- k. Approve or cause a public offering of the Stock.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

ARTICLE X

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to

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which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

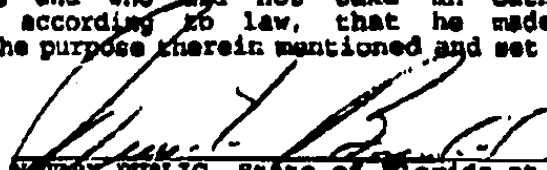
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

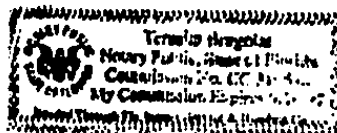
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of August, 1996.


Nelson Slosbergas

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 9th day of August, 1996, by Nelson Slosbergas who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.


NOTARY PUBLIC, State of Florida at Large
NOTARY: TERESITA BREGOLAT
My Commission Expires:



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

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: UNIT CORPORATION
2. The name and address of the registered agent is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Signature:

Title:

Date:

Registered Agent and Incorporator
August 9th, 1996

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 agreed 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.

Signature:

Date:

August 9th, 1996

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