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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: GOMON USA, INC.

AUDIT NUMBER.....H96000013325

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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EFFECTIVE DATE  
9.23.96

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19/24/96

Articles of Incorporation  
of  
GOMON USA, Inc.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Article I. Name

The name of this Florida corporation is:  
GOMON USA, Inc.

EFFECTIVE DATE  
9.23.96

Article II. Address

The mailing address of the Corporation is:  
GOMON USA, Inc.  
888 Brickell Key Drive, Suite 1100  
Miami FL 33131

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

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

Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130

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.

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami, FL 33130  
(305) 373-5802

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Herman Gonzalez  
Marcela Gonzalez  
Carlos Barreneche  
Blanca Luz Gonzalez

Article VI. Incorporator

The name and address of the incorporator is:

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami, FL 33130

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 23, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 23, 1996

Juris Magister Corporate Services

By: 

Luis Agramunt, President

by L.A. Uriarte as attorney-in-fact

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami, FL 33130  
(305) 373-5802

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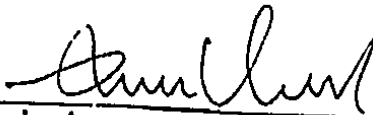
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:  
GOMON USA, Inc.**

**REGISTERED AGENT:  
Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130**

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.



**Luis Agramunt**  
by L.A. Uriarte as attorney-in-fact

**Date: September 23, 1996**

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