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November 21, 1996

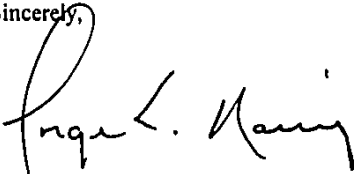
Florida Department of State  
Department of Corporations  
P. O. Box 6327  
Tallahassee FL 32314

Dear Corporations Division:

Please find the articles of incorporation for Carrero & Narváez, Inc. Also included is a check for 122.50 to cover the costs as requested.

Thank You.

Sincerely,



Jorge L. Narváez  
President

Carrero & Narvaéz, Inc.  
4940 Emerson Street  
Jacksonville, FL 32207

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
12/3/96

Articles of Incorporation of  
Carrero & Narváez, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article 1

The name of the corporation is Carrero & Narváez, Inc.

Article 2

The principal place of business and mailing address of this corporation is

4940 Emerson St., Suite 200  
Jacksonville FL, 32207

Article 3

The corporation is authorized to issue one class of stock, that stock being 100 shares of \$1 par value, common stock, with identical privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4

The name and address of the corporation's initial registered agent is:

Jorge L. Narváez  
4940 Emerson St., Suite 200  
Jacksonville FL, 32207

Article 5

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

Jorge L. Narváez  
4940 Emerson St., Suite 200  
Jacksonville FL, 32207

Carlos A. Carrero  
4940 Emerson St., Suite 200  
Jacksonville FL, 32207

Article 6

No director shall be held liable to the corporation or to its shareholders for monetary damages due to the breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, of illegal actions.

In witness whereof, the undersigned incorporator on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

11/21/1996



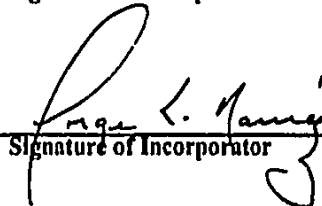
Date

Signature of Incorporator

Carlos A. Carrero

Name of Incorporator

11/21/1996



Date

Signature of Incorporator

Jorge L. Narváez

Name of Incorporator

**Certificate of Designation  
of  
Registered Office and Registered Agent**

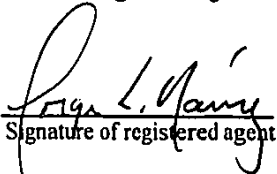
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, undersigned under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's registered agent and registered office is:

**Jorge L. Narváez**  
4940 Emerson St., Suite 200  
Jacksonville Fl., 32207

Having been named as the registered agent and to accept service of the 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.

  
Signature of registered agent

11/21/96  
Date of Signature