

1/06/97

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC RECORDS SECTION
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCTTR#: 072450003255

FAX #: (305)541-3770

NAPNAME: CRITERIA INC.

AUDIT NUMBER.....H97000000263R

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

. OF STATUS..0 PAGES..... 5

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ARTICLES OF INCORPORATION

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OF

Criteria Inc.

ARTICLE I

The name of this Corporation is Criteria Inc., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and the Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida;

Santiago Flores
2750 Coral Way, Suite 204
Miami, Florida 33145

PREPARED BY:

MARIA FERNANDEZ-VALLE, ESQ.
999 Ponce De Leon Blvd. Suite 1110
Coral Gables, Florida 33134
Phone # (305) 448-7706
FLORIDA BAR # 371564

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ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business is:

2750 Coral Way Suite 204 Miami, Florida, 33145

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than one.

ARTICLE VII

The name of the initial directors of the corporation and their address are

Santiago Flores

2750 Coral Way Suite 204
Miami, Florida, 33145

Rony Soussan

2750 Coral Way Suite 204
Miami, Florida, 33145

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successor are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Santiago Flores

2750 Coral Way Suite 204
Miami, Florida, 33145

Rony Soussan

2750 Coral Way Suite 204
Miami, Florida, 33145

ARTICLE IX

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

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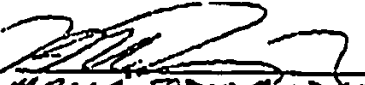
Directors, proposed by them to the shareholders and approved at a shareholder meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholder sign written statement manifesting their intention that a certain amendment of this article be made.

ARTICLE X

PREEMPTIVE RIGHTS

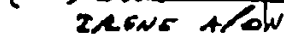
The shareholder of the corporation shall have preemptive rights.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this day of November, 1996.


MARIA FERNANDEZ-VALL


IRENE ALONSO


MARIA FERNANDEZ-VALL


IRENE ALONSO


RONY SOUSSAN


SANTIAGO FLORES

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me, by RONY SOUSSAN on this 20 day of November, 1996, who is (or are) personally known to me or who has produced Driver's License as identification and who did(did not) take an oath.

My Commission Expires:

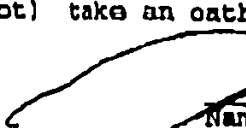
STATE OF FLORIDA
COUNTY OF DADE

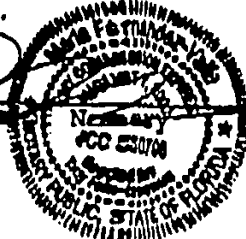

Name of Notary Public



The foregoing instrument was acknowledged before me, by SANTIAGO FLORES, on this 20 day of November, 1996, who is (or are) personally known to me or who has produced Driver's License as identification and who did(did not) take an oath.

My Commission Expires:


Name of Notary Public



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That Criteria Inc., a Florida Corporation., desiring to organize of qualify under the Laws of the State of Florida with its principal place of business at the City of Miami Florida has named Santiago Flores at 2750 Coral Way, Suite 204 Miami, Florida 33145, as its resident Agent to accept service of process within the State of Florida.

SECOND That Criteria Inc. hereby names 2750 Coral Way, Suite 204 Miami, Florida 33145 as its principal place of business.

Signature [Signature]

Title

Date: 12/20/96

Having been named to accept service of process for the above stated corporation. at the place designated in this certificate I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature [Signature]

Date: 12/20/96

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FEBRUARY 1, 1997
TALLAHASSEE, FLORIDA

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