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AN-15-16: EMPIRE CORPORATE KIT P. 7/1

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: GHZ CORPORATION

AUDIT NUMBER.....H97000000876

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

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1/15/97

**ARTICLES OF INCORPORATION
OF**

GHZ CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is **GHZ CORPORATION**. The principal place of business and mailing address of the Corporation is 7774 NW 53rd Street, Miami, Florida 33166.

**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 1000 shares of voting common stock, having an individual par value of \$0.01.

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe 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, purchase, or otherwise acquire such shares.

Prepared by:

Ricardo S. Sanchez
3910 N. W. 25th Street
Miami, Fla. 33142
Fla. Bar #835285

(305) 529-1864

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**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131. The initial Registered Agent at that address is Michael J. Liberatore.

**ARTICLE VII
DIRECTORS**

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

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)

Carlos Eduardo de Almeida Gomes

ADDRESS(ES)

Rua Esparta, 40, Apt. 401
Bairro Prado
Belo Horizonte, Minas Gerais 30480-030
Brazil

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator is: Michael J. Liberatore, 801 Brickell Avenue, 9th Floor, Miami, FL 33131.

**ARTICLE IX
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 which any such director,

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EMPIRE CORPORATE KIT

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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 15th day of January, 1997.

Michael J. Liberatore
Michael J. Liberatore, Incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for GHZ Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

Michael J. Liberatore
MICHAEL J. LIBERATORE, Registered Agent

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