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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: INVERSIONES CARONI CVORPORATION

AUDIT NUMBER.....H97000002604

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
INVERSIONES CARONI CORPORATION,
a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I-NAME**

The name of this Corporation is **INVERSIONES CARONI CORPORATION**, a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Ten Dollars (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Adan Hernandez, 7963 N.W. 64th Street, Miami, FL 33166. The initial corporate address of this corporation is 7963 N.W. 64th Street, Miami, FL 33166.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have FIVE (5) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Directors are:

PREPARED BY:

JORGE L. LOPEZ-GARCIA, Esq.

777 Brickell Avenue, Suite 950

Miami, FL 33131

305-356-7600

FL BAR NO. 378747 H 97000002604

FEB-13-1997 10:41

EMPIRE CORPORATE KIT

P.09/25

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NAME

Jose Rodriguez

ADDRESS

7963 N.W. 64th Street
Miami, Florida 33166

Helmut Schaeffer

7963 N.W. 64th Street
Miami, Florida 33166

Michael Koblakov

7963 N.W. 64th Street
Miami, Florida 33166

Victor Garcia

7963 N.W. 64th Street
Miami, Florida 33166

Adan Hernandez

7963 N.W. 64th Street
Miami, Florida 33166

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Adan Hernandez, whose address is 7963 N.W. 64th Street, Miami, Florida 33166.

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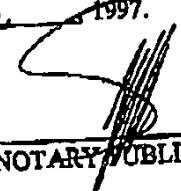
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STATE OF FLORIDA)

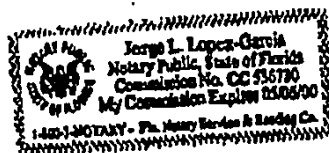
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Adan Hernandez, personally known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of Inversiones Caroni Corporation, a Florida Corporation, and acknowledged before me that he executed those Articles of Incorporation and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of FEB. 1997.


NOTARY PUBLIC

My commission expires on:



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ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 12 day of Feb., 1997.

Adan Hernandez

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 12 day of Feb., 1997.

By: Adan Hernandez

This Document Prepared By:
Jorge L. Lopez-Garcia, Esq.
777 Brickell Avenue, Suite 900
Miami, FL 33131
(305) 358-7628
FL Bar No. 378747

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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