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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

AME: PIMENTEL & LOPERA, P.A.

AUDIT NUMBER.....H97000005482

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

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**ARTICLES OF INCORPORATION  
OF  
PIMENTEL & LOPERA, P.A.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this corporation shall be: **Pimentel & Lopera, P.A.**

**ARTICLE II  
Business and Purposes**

The corporation is organized for the purpose of providing legal counsel through attorneys at law.

**ARTICLE III  
Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors.

When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

PREPARED BY;  
ERNESTO HUERTAS, ACCOUNTANT  
E & V GREAT PROFESSIONAL, INC.  
8001 N.W. 7 ST # 8  
Miami, FL 33126  
Tel: (305) 265-1547

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## ARTICLE IV

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE V

### Registered Office and Registered Agent

The principal office, mailing address, and initial registered office of this corporation shall be located at 2455 S.W. 27th Avenue, Suite 200, Miami, Florida 33145 and the initial registered agent of this corporation at such office shall be Javier E. Lopera. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VI

### Board of Directors

The Board of Directors of this corporation shall consist of no less than two (2) nor more than nine (9) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VII

### Initial Board of Directors

The initial board of Directors shall consist of two (2) member, such member to hold office until his successors have been duly elected and qualified. The name and street address of the initial director is :

Name  
Javier E. Lopera

Address  
2455 S.W. 27th Avenue Suite 200  
Miami, Florida 33145

Zoila C. Pimentel

2455 S.W. 27th Avenue Suite 200  
Miami, Florida 33145

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**ARTICLE VIII**

**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is:

**Name**  
Javier E. Lopera

**Address**  
2455 S.W. 27th Avenue Suite 200  
Miami, Florida 33145

**ARTICLE IX**

**By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

**ARTICLE X**

**Affiliated Transactions**

In accordance with the provisions of Florida Statutes Section 607.0901 (5) (a) (1989) the provisions of the General Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

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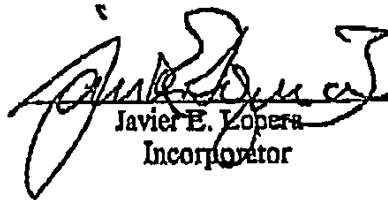
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## ARTICLE XI

### Amendment of Article of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Javier E. Lopera  
Incorporator

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STATE OF FLORIDA   )  
                          )SS:  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, on this 1st day of April, 1997, personally appeared Javier E. Lopera and Zoila C. Pimentel, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC, State of Florida  
at Large

My Comission Expires:



SIDNEY MENEZES  
My Comenklrion 00557237  
Expires May, 23, 2000

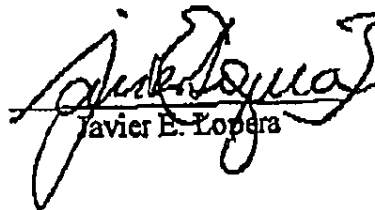
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**ACCEPTANCE OF SERVICE AS REGISTERD AGENT**

The undersigned, Javier E. Lopera, having been named as registered agent to accept services of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Chapter 607, Florida Statutes.

DATED this 1st day of April, 1997



Javier E. Lopera

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FILE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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