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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

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

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: GEPA, INC.

AUDIT NUMBER.....H97000005930

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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7/11/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 11, 1997

EMPIRE

MIAMI,

SUBJECT: GEPA, INC.  
REF: W97000008435

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000005930  
Letter Number: 097A00018279

2) H97000005930

<b>ARTICLES OF INCORPORATION</b>
<b>OF</b>
<b>PEGA, INC.</b>

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS OF CORPORATION**

The name and address of the corporation shall be:

PEGA, INC.  
9110 Sunset Drive  
Miami, Florida 33173

**ARTICLE II**  
**DURATION OF CORPORATION**

The duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

**ARTICLE IV**  
**AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

**ARTICLE V**  
**RIGHT OF TRANSFERABILITY**

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

This instrument was prepared by:  
Renier Cruz, Esq.  
1740 Coral Way, Suite "A"  
Miami, Florida 33143  
Florida Bar No.: 320651  
305-859-8700

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VI**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Renier Cruz, Esq., 1740 Coral Way, Suite A, Miami, Florida 33145.

The Corporation retains the power of moving its office to any other address as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

**ARTICLE VII**  
**DIRECTORS**

The number of Directors may be altered from time to time by the Shareholders of the Corporation, however, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Oscar Gaetan, 3500 East Glenade, Miami, Florida 33133  
Adriano Gonzalez, 10600 S.W. 83rd Ave., Miami, Florida 33156  
Emilio Pastor, 255 University Drive, Coral Gables, Florida 33134  
Emilio Calleja, 7201 Capilla Court, Coral Gables, Florida 33143

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until their successor are elected and qualified or appointed, or until their earlier resignation, removal from office, or death, whichever occurs first.

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of each Incorporator to these Articles of Incorporation is:  
Adriano Gonzalez, 10600 S.W. 83rd Ave., Miami, Florida 33156

**ARTICLE IX**  
**AMENDMENT OF BY-LAWS**

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE X**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote. The above shall not be necessary if either all of the Directors or all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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**ARTICLE XI**  
**INFORMAL ACT OF DIRECTORS OR SHAREHOLDERS**

If all the Directors or Shareholders severally or collectively consent, in writing, to any action taken or to be taken by the Directors or Shareholders of the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders or the Board of Directors.

**ARTICLE XII**  
**MEETING**

The Corporation may hold its meetings of Stockholders and/or Directors, either within or outside the State of Florida or the United States of America.

**ARTICLE XIII**  
**STOCKHOLDER'S AGREEMENTS**

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation, provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, Shareholders and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with law, agreements or otherwise) consenting to the revocation and cancellation of the agreements among the Stockholders.

**ARTICLE XIV**  
**INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors, at their sole discretion, (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstance.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final

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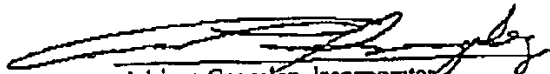
disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by his or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 10th day of April, 1997.

  
Adriano Gonzalez, Incorporator

STATE OF FLORIDA )

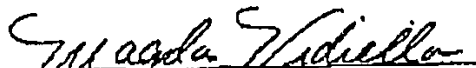
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COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Adriano Gonzalez, who is personally known to me/or who produced a Florida Driver's License as identification, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 10th day of April, 1997.

My Commission Expires:

  
NOTARY PUBLIC-STATE OF FLORIDA  
AT LARGE  
MAGDA VIDIELLA  
Printed Name



MAGDA VIDIELLA  
My Commission DC567088  
Expires Jun 28, 2000

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DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

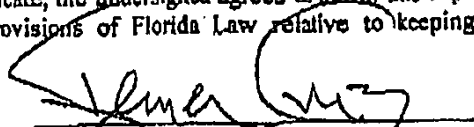
That PEGA, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named: Renier Cruz, Esq., 1740 Coral Way, Suite A, Miami, Florida 33145 as its Agent to accept Service of Process within this State.



Adriano Gonzalez, Incorporator

ACKNOWLEDGMENT

Having been made to accept Service of Process for the abovenamed Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.



Renier Cruz, Esq., Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA