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Charter Number Only

4/17/97 Ana

Edward Abramson  
Requestor's Name  
7270 NW 12 St. # 580  
Address  
Miami FL 33126  
City State Zip Phone

594-4099

VALIDATION ONLY

FILED  
97 APR 21 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Suaya Corporation

RECEIVED  
97 APR 21 AM 10:00  
DIVISION OF CORPORATIONS  
Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

K.R. APR 21 1997

CERTIFIED COPY

**ARTICLES OF INCORPORATION  
OF  
SUAYA CORPORATION**

FILED  
97 APR 21 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I.**

**NAME**

The name of the Corporation shall be **SUAYA CORPORATION.**

**ARTICLE II.**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be: 5700 S.W. 67 Avenue, Miami, Florida, 33122.

**ARTICLE III.**

**PURPOSES**

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation

Act. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV.

##### CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

#### ARTICLE V.

##### TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

#### ARTICLE VI.

##### REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Edward J. Abramson, Esq., and the Registered Office shall be

located at 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

#### **ARTICLE VII.**

##### **DIRECTORS**

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

**NAME: Claudio Bernardo Suaya Rodriguez**

**TITLE: President/Secretary**

**ARTICLE VIII.**

**INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Edward J. Abramson, Esq. at the Airport Executive Tower II, 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126.

**ARTICLE IX.**

**INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting and accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

**ARTICLE X.**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

**ARTICLE XI .**

**TELEPHONE MEETING AUTHORIZED**

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if

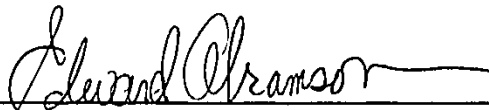
a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

**ARTICLE XII.**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 17<sup>th</sup> day of April, 1997.

  
Edward J. Abramson, Esq.  
Incorporator

**CERTIFICATE OF ACCEPTING DESIGNATION**

**AS**  
**REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of SUAYA CORPORATION and agree to serve

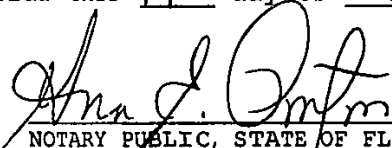
as its agent to accept service of process within this State  
at its Registered Office.

  
Edward J. Abramson, Esq.

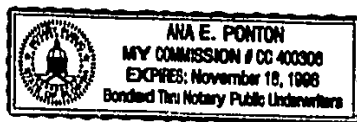
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared  
Edward J. Abramson to me known to be the individual described in and who  
executed the foregoing Articles of Incorporation and he acknowledged  
before me that he signed and executed same for the purposes therein set  
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
at Miami, Dade County, Florida this 17<sup>th</sup> day of APRIL,  
1997.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



FILED  
97 APR 21 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA