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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: C.E. INC.

AUDIT NUMBER.....H9700006537

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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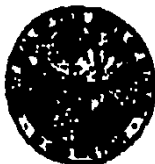
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

bm 4/24/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 23, 1997

EMPIRE

SUBJECT: C.E. INC.  
REF: W97000009347

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile 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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THE CONFLICT IS WITH C & E CORPORATION FILED ON 11-15-48

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Agnes Lunt  
Corporate Specialist

FAX Aud. #: E97000006537  
Letter Number: 797A00020726

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ARTICLES OF INCORPORATION

OF

C.E. COM, INC.

ARTICLE I  
NAME

The name of this Corporation shall be:

C.E. COM, INC.

ARTICLE II  
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 1000 shares of \$1.00 par value each.

ARTICLE IV  
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V  
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

Prepared by:  
Jose L. Velleya, Esq. (Fla. Bar 175327)  
100 N.W. 37th Avenue, Suite 500  
Miami, Florida 33125  
305-649-7600

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**ARTICLE VI**  
**ADDRESS**

The principal office of this corporation shall be located at 8567 Coral Way, Suite 293, Miami, Florida 33155 with the corporation retaining the power of moving its offices to any other address in Florida, 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**  
**REGISTERED AGENT**

The initial registered office of this corporation shall be 125 N.W. 59th Court, Miami, Florida 33126. The initial registered agent at such address shall be AGUSTO C. RODRIGUES.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

**ARTICLE IX**  
**INITIAL OFFICERS AND BOARD OF DIRECTORS**

The names and addresses of the initial Officers and Members of the First Board of Directors of the Corporation who shall hold office until the first annual meeting of Shareholders or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

President, Secretary & Director:  
Augusto C. Rodriguez  
125 N.W. 59th Court  
Miami, Florida 33126

**ARTICLE X**  
**SUBSCRIBERS**

The name and address of the subscriber is:

Augusto C. Rodriguez  
125 N.W. 59th Court  
Miami, Florida 33126

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EMPIRE CORPORATION KIT

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**ARTICLE XI  
BY LAWS**

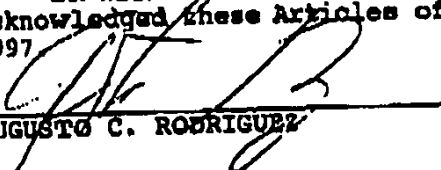
The By Laws of this corporation may be created, amended, changed or replaced by the Stockholders of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE XII  
INDEMNIFICATION OF DIRECTORS**

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performances of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESSES WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 22nd day of April 1997

  
AUGUSTO C. RODRIGUEZ

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE FOLLOWING IS  
SUBMITTED:**

FIRST-That C. E. COM, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Dade County, State of Florida, has named AUGUSTO C. RODRIGUEZ, whose registered address is 125 N.W. 59th Court, Miami, Florida 33126 as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida Statutes relative to the proper and complete performance of my duties.



REGISTERED AGENT  
Dated:

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Handwritten signature