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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C. RODRIGUEZ LMS
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: RESOLVE INTERNATIONAL, INC.
AUDIT NUMBER.....H97000007464
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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F. CHENIERE MAY 6 - 1997

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Resolve International, Inc.

Article II. Address

The mailing address of the Corporation is:
Resolve International, Inc.
2105 Brickell Avenue
Suite 316
Miami FL 33129

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jairo Martinez
2105 Brickell Avenue
Suite 316
Miami FL 33129

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jairo Martinez

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lorenzo Lleras | FL Bar Member 061859
Latour & Sidlooa, P.A.
805 Lincoln Road, Suite 420
Miami Beach FL 33139
305-638-8911

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Lorenzo Lleras
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 6, 1997

The undersigned incorporator executed these Articles of Incorporation on
May 6, 1997



LORENZO LLERAS
by L.A. Uriarte as attorney-in-fact

Lorenzo Lleras | FL Bar Member 061859
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Resolve International, Inc.

REGISTERED AGENT/OFFICE:

**Jairo Martinez
2105 Brickell Avenue
Suite 316
Miami FL 33129**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Jairo Martinez
by L.A. Uriarte as attorney-in-fact**

Date: May 6, 1997

**Lorenzo Lleras | FL Bar Member 061859
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911**

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