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May 7, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/13/97--01028--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **IBERAMER IMPORT & EXPORT, INC.**

Dear Corporate Specialist:

Enclosed please find the Articles of Incorporation for **Iberamer Import & Export, Inc.**

Also enclosed is a check in the amount of \$122.50 for the corresponding filing and certification fees.

Please file the enclosed articles and forward the requested certified copy to:

Maria I. Fuxa Del Cristo, Esq.  
782 NW 42 Avenue, Suite 441  
Miami, Florida 33126

I thank you in advance for your attention to this matter.

Sincerely,

  
MARIA I. FUXA DEL CRISTO, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 13 AM 10:05

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**ARTICLES OF INCORPORATION  
OF  
IBERAMER IMPORT & EXPORT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I: NAME**

The name of the corporation is **IBERAMER IMPORT & EXPORT, INC.**

**ARTICLE II: EXISTENCE**

The existence of the corporation shall begin on the date of filing of the Articles of Incorporation and the corporation shall have perpetual existence.

**ARTICLE III: PRINCIPAL OFFICE**

The street address of the principal office and the mailing address of the Corporation is 3025 SW 105 Court, Miami, Florida 33165.

**ARTICLE IV: PURPOSE**

This corporation is formed to engage in every phase and aspect of importing and exporting goods for sale in the United States. In addition, the corporation may invest funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of its business and/or services.

**ARTICLE V: CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE VI: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 782 NW 42 Avenue, Suite 441, Miami, Florida 33126. The name of the initial registered agent at that address is Maria I. Fuxa

Del Cristo, Esq.

#### ARTICLE VII: INCORPORATOR

The name and address of the Incorporator signing these articles is:

Jose Luis Corrales  
3025 SW 105 Court  
Miami, Florida 33165

#### ARTICLE VIII: BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two members. The names and addresses of the members of the first Board of Directors are:

Name	Address
Jose Luis Corrales	3025 SW 105 Court Miami, Florida 33165
Paula M. Corrales	3025 SW 105 Court Miami, Florida 33165

The number of Directors may be either increased or decreased from time to time by the By-Laws but in no event shall there be less than one Director.

#### ARTICLE IX: OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

#### ARTICLE X: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

## ARTICLE XII: INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## ARTICLE XIII: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE XIV: CUMULATIVE VOTING

At each election for directors every shareholder is entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE XV: SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote, represented in person, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XVI: MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

## ARTICLE XVII: RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially in the amounts set below:

Jose Luis Corrales	55%
Paula M. Corrales	45%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of other shareholders and this

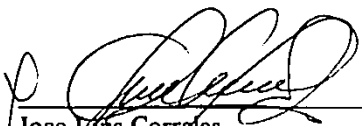
corporation.

The shareholders of this corporation shall have the power to include in the by-laws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

#### ARTICLE XVIII: CALLING OF SPECIAL MEETINGS


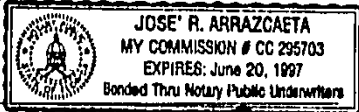
Special meetings of shareholders may be called by the Board of Directors and/or ten (10%) percent of the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 5<sup>th</sup> day of May, 1997.

  
Jose Luis Corrales

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing articles of incorporation were acknowledged before me on this 5<sup>th</sup> day of May, 1997, by Jose Luis Corrales

  
Notary Public-State of Florida  
  
Print, type, or stamp commissioned  
Name of Notary Public

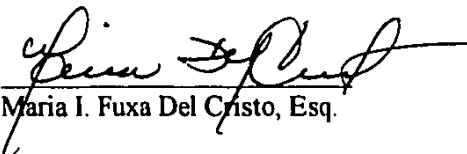
Personally Known \_\_\_\_\_  
Produced Identification   /  

Type of Identification Produced DL

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **IBERAMER IMPORT & EXPORT, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 5/8/97

  
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Maria I. Fuxa Del Cristo, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 13 AM 10:05