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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: CHUEDEM, INC.

AUDIT NUMBER.....H97000009227

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

⑥

OF

CHUDEM, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

CHUDEM, INC.

The mailing address for the Corporation is:

814 Ponce de Leon Blvd, Suite 410, Coral Gables, Florida 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 448-8282

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**ARTICLE III**

**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

**ARTICLE VI**

**SUBSCRIBERS**

The name and address of the subscriber of these Articles of Incorporation and the number of shares she has elected to take are as follows:

<b><u>SUBSCRIBER</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
Jacqueline Almendares	814 PONCE DE LEON BLVD. Suite 410 CORAL GABLES, FL 33134	100

**ARTICLE VII**

**DIRECTORS**

The initial number of Directors of this corporation shall be one (1). The number of

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Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Silvia Blanco	814 Ponce de Leon Blvd., Suite 410, Coral Gables, FL 33134

#### ARTICLE IX

##### VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE X

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without issuance of

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fractional shares) at the price at which it is offered to others.

**ARTICLE XI**

**INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of this corporation is 814 PONCE DE LEON BLVD., SUITE 410, CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is Jacqueline Almendares.

**ARTICLE XII**

**INDEMNIFICATION**

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

DATED: June 3, 1997

  
Jacqueline Almendares

STATE OF FLORIDA )  
                                  )SS  
COUNTY OF DADE. )

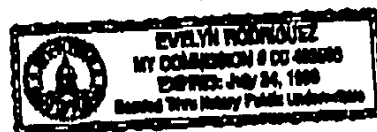
BEFORE ME, the undersigned authority, personally appeared Jacqueline Almendares, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 4th day of June, 1997.

  
Notary Public, State of  
Florida at Large

My Commission Expires:

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CHUDEM, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

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

FIRST, THAT CHUDEM, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED  
JACQUELINE ALMENDARES, AT 814 PONCE DE LEON BLVD., SUITE 410, CORAL  
GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

Signature: Jacqueline Almendares

Title: Subscriber

Date: June 3, 1997

Having been named to accept services 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 all statutes relative to the proper and  
complete performance of my duties.

Signature: Jacqueline Almendares  
(Registered Agent)

Date: June 3, 1997

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