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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SUMACOR, INC.

AUDIT NUMBER.....H97000011445

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

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

FLORIDA

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ARTICLES OF INCORPORATION

OF

SUMACOR, INC.

ARTICLE I.

NAME

The Name of the Corporation is **SUMACOR, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Michael A. Bander
444 Brickell Avenue, Suite 300
Miami, Florida 33131
MAB Bar # FL 171967
(305) 358-5800

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is: 10185 Collins Avenue, #923, Bal Harbor, Florida 33154.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Register Agent Service Corporation:

Michael A. Bander, P.A.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his/her successors are elected and qualified shall be:

NAME

President/Director
Vice President
Secretary

Mauricio Waicman
Luis Pojomovsky
Susana Waicman

ARTICLE IX.

INCORPORATOR

The name and address of the Incorporator is: Mauricio Waicman, 10185 Collins Avenue, #923, Bal Harbor, Florida 33154.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 14 day of July, 1997.

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Mauricio Waicman
Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

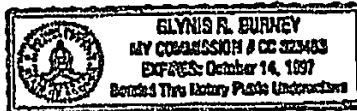
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me Mauricio Walcman to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and he executed the same freely and voluntarily for the uses and purposed therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 14 day of July, 1997.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTER OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

SUMACOR, INC.

2. The name and address of the Registered Agent and office is:

Michael A. Bander
444 Brickell Avenue, Suite 300
Miami, Florida 33131

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SIGNATURE: Michael A. Bander

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