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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

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Luis

NAME: DELFI CORPORATION

AUDIT NUMBER.....H97000012419

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: DELFI CORPORATION
REF: W97000017569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000012419
Letter Number: 497A00038918

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
DELFI CORPORATION, a Florida Corporation**

ARTICLE I- NAME

The name of this Corporation is DELFI CORPORATION, a Florida Corporation

ARTICLE II- DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Penny (\$.01) par value common stock, which shall be designated "Common Shares".

**ARTICLE V- REGISTERED OFFICE AND
AGENT AND CORPORATE ADDRESS**

The name and street address of the initial registered office of this corporation is J. Frost Walker, III, Suite 202, 3211 Ponce De Leon Boulevard, Coral Gables, Florida 33134. The initial corporate address of this corporation is 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The election of Directors

Document Prepared By:
Jose A. Rodriguez, Florida Bar Number 0989444
777 Brickell Avenue, Suite 950
Miami, Florida 33131
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shall be done in accordance with the By-Laws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name and address of the initial Directors are:

NAME

ADDRESS

Alberto Lopez Segura

3211 Ponce de Leon Boulevard, Suite 202
Coral Gables, Florida 33134

Andres Magaldi

3211 Ponce de Leon Boulevard, Suite 202
Coral Gables, Florida 33134

ARTICLE VII- BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s) as permitted by the By-Laws.

ARTICLE VIII- INDEMNIFICATION

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

ARTICLE IX- INCORPORATOR

The person signing these articles is Jose A. Rodriguez, Esq. whose address is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE X- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 23rd day of July, 1997.


Jose A. Rodriguez

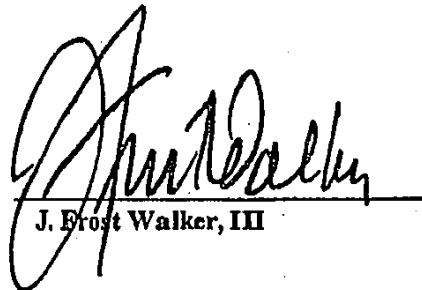
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 23rd day of July, 1997.


J. Frost Walker, III

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STATE OF FLORIDA

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