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AUGUST 11, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

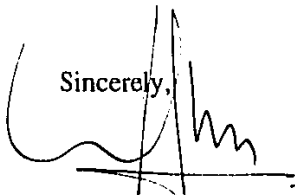
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\*\*\*\*122.50 \*\*\*\*122.50

Regarding: PROFITABILIDAD, INC.

Enclosed are the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Raphael Baekeland  
100 S. Biscayne Blvd., Suite 1111  
Miami, Florida 33131

AUG 14 1997 BSB

FILED  
AUG 14 1997  
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION

OF

PROFITABILIDAD, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO THE FLORIDA BUSINESS CORPORATIONS ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

PROFITABILIDAD, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this Corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under the Florida Business Corporations Act.

ARTICLE III. PRINCIPAL OFFICE

The principal office and place of business of the corporation, with the privilege of having additional offices at other places within the state of Florida, and within or without the United States of America shall be at:

100 S. Biscayne Blvd., Suite 1111  
Miami, Florida 33131

#### ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation and its initial registered agent shall be:

Raphael Baekeland  
100 S. Biscayne Blvd., Suite 1111  
Miami, Florida 33131

#### ARTICLE V. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of Directors serving on the Initial Board of Directors. The number of Directors of the Corporation may be changed from the number of Directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of each person who is to serve as a member thereof is as follows:

Raphael Baekeland, President, Secretary and Treasurer  
100 S. Biscayne Blvd., Suite 1111  
Miami, Florida 33131

#### ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock at \$1.00 par value. There shall be only one class of shares.

#### ARTICLE VII. INCORPORATOR

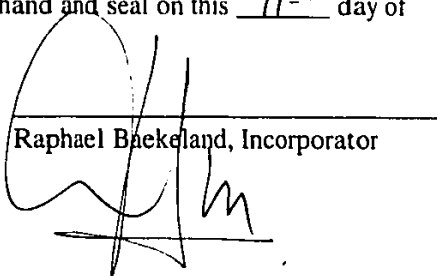
The name and street address of the incorporator to these Articles of Incorporation is as follows:

Raphael Baekeland  
100 S. Biscayne Blvd., Suite 1111  
Miami, Florida 33131

#### ARTICLE VIII. OFFICERS

The Officers of this Corporation shall consist of a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers and assistant officers and agents, as may be deemed necessary, may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 11<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
Raphael Baekeland, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

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In pursuance 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.

First, the name of the corporation is: PROFITABILIDAD, INC.

Second, the name and address of the registered agent and office is:

Raphael Baekeland  
100 S. Biscayne Blvd., Suite 1111  
Miami, Florida 33131

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Raphael Baekeland

August 11<sup>th</sup>, 1997  
Date