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9/11/97

EFFECTIVE DATE

9-10-97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: ROMOPEC & ASSOCIATES, INC.

AUDIT NUMBER.....H97000015048

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

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ROMOPEC & ASSOCIATES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is ROMOPEC & ASSOCIATES, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

. To engage in investments of all types and nature, wherever located.

. To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with par value of 1.00.

ARTICLE FIVE

The address of the initial Registered Office of the corporation is 288 Aragon Avenue, Suite D, Coral Gables, Florida 33134 and the name of the Registered Agent at such address is Julia L. Romney.

ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE SEVEN

The name and address of the Incorporator is:

JULIA L. ROMNEY
288 Aragon Avenue, Suite D
Coral Gables, Florida 33134

Prepared by:
George M. Santamarina
7175 S.W. 8th Street, Suite 204
Miami, FL 33144
(305) 261-4683

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ARTICLE EIGHT

The principal office of this corporation shall be located at 288 Aragon Avenue, Suite D, Coral Gables, Florida with the corporation retaining the power to move its office to any other address in Florida.

ARTICLE NINE

This corporation shall be deemed to commence its existence on September 10, 1997.

ARTICLE TEN

The name and address of the first officers of the corporation who shall hold office until the first meeting of shareholders elected and qualified or until their earlier resignation, removal from office, or death, are:

PRESIDENT/SECRETARY/TREASURER:

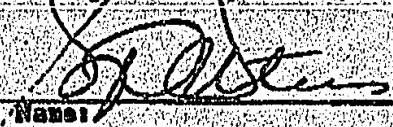
JULIA L. ROMNEY
288 Aragon Avenue, Suite D
Coral Gables, Florida 33134

IN WITNESS WHEREOF, I have subscribed my name this 10th day of September 1997.

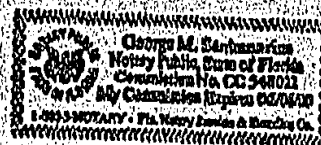

JULIA L. ROMNEY
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th day of Sept. 1997, by JULIA L. ROMNEY, who is personally known to me.


Name: _____
NOTARY PUBLIC

My Commission expires:



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**STATE OF FLORIDA
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

ROMOFEC & ASSOCIATES, INC.
288 Aragon Avenue, Suite D
Coral Gables, Florida 33134

a corporation organized under the laws of the State of Florida,
with its principal office located in the County of Dade, State
of Florida, has named JULIA L. ROMNEY, located at the same above
address, as its agent to accept service of process within this
State.

OFFICERS:

PRESIDENT/SECRETARY/TREASURER:

JULIA L. ROMNEY
288 Aragon Avenue, Suite D
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

Julia L. Romney
Incorporator

ACCEPTANCE:

I agree as Registered Agent to accept service of process: to
keep office open during prescribed hours; to post my name
(and any other officers of said corporation to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by law.

DATED: September 10, 1997.

Julia L. Romney
Registered Agent

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