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TALLAHASSEE FLORIDA

1/28/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION  
CONTACT: ALICIA M ROBINSON  
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NAME: HERSYL, INC.

AUDIT NUMBER.....H98000001852

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

CERT. OF STATUS...0

PAGES..... 6

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ARTICLES OF INCORPORATION  
OF  
HERSYL, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a trading corporation under the laws of the State of Florida.

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ARTICLE I.

Name

The name of this Corporation shall be:

HERSYL, INC.

ARTICLE II.

Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.

Capital Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporation shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Per Value/ Per Share</u>
Common Stock	1000	\$1

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Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
501 Brickell Key Drive, Suite 504  
Miami, Florida 33131  
(305) 377-3352

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The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

#### ARTICLE IV.

##### Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Wesley M. Robinson, Esq.  
Robinson & Watkins LLP  
501 Brickell Key Drive  
Suite 504  
Miami, Florida 33131

#### ARTICLE V.

##### Term of Corporate Existence

This Corporation shall exist perpetually, effective as of the date of filing with the Florida Secretary of State, unless dissolved according to law.

#### ARTICLE VI.

##### Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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**ARTICLE VII.**

**Address of Principal Office, Registered  
Office and Registered Agent**

The street address of the principal office of this Corporation is:, Club Tower II, Apt. 402-A, 785 Crandon Boulevard, Key Biscayne, 33149, County of Miami-Dade, State of Florida. The street address of the corporation's registered office is 501 Brickell Key Drive, Suite 504, Miami, Florida 33131. The name of the registered agent of the Corporation at the above address shall be Wesley M. Robinson, Esq. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

**ARTICLE VIII.**

**Number of Directors**

The business of this 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.

**ARTICLE IX.**

**Initial Board of Directors**

The names and street addresses of the members of the Board of Directors of this Corporation, who shall hold office until the annual meeting of shareholders, and thereafter until their successors are elected are as follows:

**Herbert Garcia  
Sylvia Acevedo de Garcia**

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Wesley M. Robinson, Esq.  
Fla. Bar No. 339921  
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**ARTICLE X.****Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE XI.****By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XII.****Indemnification of Directors  
and Officers**

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

**ARTICLE XIII.****Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

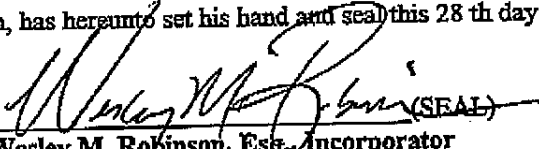
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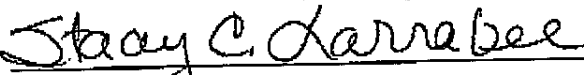
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IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 28th day of January, 1998.

 (SEAL)  
Wesley M. Robinson, Esq., Incorporator

STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE            )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 28th day of January, 1998, by Wesley M. Robinson, Esq., who is personally known to me Yes (No) or who produced \_\_\_\_\_ as identification. Type of ID produced \_\_\_\_\_



Notary Public  
State of Florida at Large  
 Stacey C. Larrabee  
My Commission CC633190  
Expires April 13, 2001

Printed Name of Notary Public  
My Commission Expires:

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Wesley M. Robinson, Esq.  
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

HERSYL, INC. desiring to organize as a corporation under the laws of the State of Florida has designated 501 Brickell Key Drive, Suite 504, Miami, Florida 33131, as its initial Registered Office and has named Wesley M. Robinson, Esq., located at said address as its initial Registered Agent

By: 

Wesley M. Robinson, Esq., Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 

Wesley M. Robinson, Esq., Registered Agent

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