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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: APOIO PROJECT FINANCE, CO.

AUDIT NUMBER.....H98000004083

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

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I -- NAME**

THE NAME OF THIS CORPORATION IS:

**APOIO PROJECT FINANCE, CO.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**25 SOUTH EAST 2<sup>ND</sup> AVENUE  
SUITE NO. 313  
MIAMI, FLORIDA 33131**

**ARTICLE II -- PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III -- CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV -- PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V -- INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**25 SOUTH EAST 2<sup>ND</sup> AVENUE  
SUITE NO. 313  
MIAMI, FLORIDA 33131**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**EVALDO HADDAD FENERICH**

Articles of Incorporation of: APOIO PROJECT FINANCE, CO.

Prepared by: Guillermo Ubiera, Jr.  
8045 North West 36<sup>th</sup> Street Suite No. 525  
Miami, Florida 33166

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ARE:

**EVALDO HADDAD FENERICH**  
**PRESIDENT & DIRECTOR**

#### ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**EVALDO HADDAD FENERICH**  
**25 SOUTH EAST 2<sup>ND</sup> AVENUE**  
**SUITE NO. 313**  
**MIAMI, FLORIDA 33131**

#### ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

#### ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

#### ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 28<sup>TH</sup> DAY OF FEBRUARY OF 1998.

  
**EVALDO HADDAD FENERICH**  
Incorporator

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Prepared by: Guillermo Ubieta, Jr.  
8045 North West 36<sup>th</sup> Street Suite No. 525  
Miami, Florida 33166

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT APOIO PROJECT FINANCE, CO. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED EVALDO HADDAD FENERICH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF APOIO PROJECT FINANCE, CO. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 28<sup>TH</sup> DAY OF FEBRUARY, 1993.

  
**EVALDO HADDAD FENERICH**  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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