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3/06/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000004510 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: 3WAY INVESTMENTS, INC.

AUDIT NUMBER.....H98000004510

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight MAR 09 1998

ARTICLES OF INCORPORATION
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: 3Way Investments, Inc.

The principal place of business of this corporation shall be:
1110 Brickell Ave., Suite 502, Miami, Florida, 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
3,000 shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

V/PRESIDENT: Jorge Papadopoulos, 8650 NW 3rd.LN #1
Miami, Fl. 33126
PRESIDENT: Carlos Lahrssen, 3266 Virginia St.
Coconut Grove, Fl. 33133
V/PRESIDENT: Roseliano R. Celis, 10005 NW 51th. TR,
Miami, Fl. 33178

Prepared by: Roseliano R. Celis,
10005 NW 51th. TR.
Miami, Fl. 33178
(305) 477-3113

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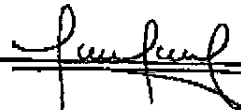
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Roseliano R. Celis, 1110 Brickel Ave. Suite 502,
Miami, Fl. 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this sixth day of March, 1998.

Signature(s) of Incorporator(s)



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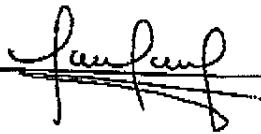
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is: 3Way Investments, Inc.
2. The name and address of the registered agent and office is:
Roseliano R. Celis
(NAME)
10005 NW 51th. TR, Miami, Fl. 33178
(P.O. BOX NOT ACCEPTABLE)
(CITY/STATE/ZIP)

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.

SIGNATURE



DATE

3-6-98SECRETARY OF STATE
TALLAHASSEE FLORIDA

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