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NAME: MAKROSYS CORP.

AUDIT NUMBER.....H98000004531

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**March 9, 1998**

**EMPIRE**

**SUBJECT: MAKROSYS CORP.**  
**REF: W98000005113**

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ARTICLES OF INCORPORATION OF  
MAKROSYS CORP.

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ARTICLE I NAME

The name of this corporation is MAKROSYS CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The street, address, city, county and state in which the principal offices of the corporation are to be located are 1402 Kennedy Causeway Suite 141, North Bay Village, FL 33141. The board of directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Prepared by: Sergio Massa, Accountant  
Business Authority Corp.  
8347 S.W. 40th Street  
Miami, FL 33155  
Tel: (305) 220-3420

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**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors and shareholders of this corporation are:

NAME	ADDRESS	NO. OF SHARES
Juan R. Valdivia President, Treasurer	1402 Kennedy Causeway Suite 141 North Bay Village, FL 33141	75%
Giovanny N. Menendez V.P., Secretary	1402 Kennedy Causeway Suite 141 North Bay Village, FL 33141	25%
Sonnia V. Valdivia Executive V.P.	1402 Kennedy Causeway Suite 141 North Bay Village, FL 33141	

**ARTICLE VIII INCORPORATOR**

The name and street address of the incorporator signing these Articles of incorporation is:

NAME	ADDRESS
Juan R. Valdivia	1402 Kennedy Causeway Suite 141 North Bay Village, FL 33141

**ARTICLE IX AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE X LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

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**ARTICLE XI INDEMNIFICATION**

The corporation shall indemnify any officer or director, to the full extent permitted by law.

**ARTICLE XII DISSOLUTION**

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1402 Kennedy Causeway Suite 141, North Bay Village, FL 33141 and the name of the initial registered agent of this corporation at that address is Juan R. Valdivia.

IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 6th day of March, 1998.

  
Juan R. Valdivia

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

MAKROSYS CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the city of North Bay Village, state of Florida, has named Juan R. Valdivia, located at 1402 Kennedy Causeway Suite 141, city of North Bay Village, county of Dade, state of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Juan R. Valdivia

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