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NAME: MARTIN, MARTIN & ASSOCIATES, INC.

AUDIT NUMBER.....H98000005631

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

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March 24, 1998

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SUBJECT: MARTIN, MARTIN & ASSOCIATES, INC.
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FAX Aud. #: H98000005631
Letter Number: 398A00015655

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OF
MARTIN, MARTIN & ASSOCIATES, INC.

H9800000563

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

MARTIN, MARTIN & ASSOCIATES, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address:

11023 S.W. 38th Lane
Miami, Florida 33165

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock, each at One Dollar and No/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Demian M. Bellumio
11023 S.W. 38th Lane
Miami, Florida 33165

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. the number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one(1). The name

This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
Tel: 305-444-2086
Fax: 305-444-1761
FBN: 871605

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and address of the initial director of this corporation is:

Name:

Address:

Demian M. Bellumio

11023 S.W. 38th Lane
Miami, Florida 33165

ARTICLE VII - OFFICERS

The initial corporate officers shall be:

Name:

Address:

Demian M. Bellumio

President

11023 S.W. 38th Lane
Miami, Florida 33165

Carlos Martin Crupi

Vice-President

Juan Agustin Garcia 5839
Capital Federal 1408, Buenos Aires
Argentina

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Demian M. Bellumio
11023 S.W. 38th Lane
Miami, Florida 33165

This instrument prepared by:
George S. Zamora, Esquire
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ARTICLE IX - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either of the stockholders or the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act. The undersigned has executed these Articles of Incorporation this 23 day of March, 1998.

This instrument prepared by:
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Demian M. Bellumio

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Demian M. Bellumio, whose address is 11023 S.W. 38th Lane, Miami, Florida 33165 hereby accepts the designation as registered agent for MARTIN, MARTIN & ASSOCIATES, INC.


Demian M. Bellumio

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