

5/12/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: LUIS URIARTE  
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: AS GROUP CORPORATION

AUDIT NUMBER.....H98000008950

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

CERT. OF STATUS..1

PAGES.....4

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
AS Group Corporation

### Article II. Address

The mailing address of the Corporation is:  
AS Group Corporation  
101 SW 15th Road  
2nd Floor  
Miami FL 33129

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TALLAHASSEE, FLORIDA

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Lizabeth F. Calvo  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Carlos Felix Acosta  
Monica Beatriz Sibille

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lizabeth F. Calvo | FL Bar Member 40657  
Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149  
305-365-0902  
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

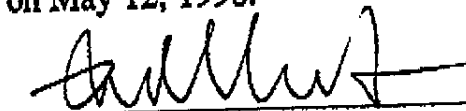
The name and address of the incorporator is:

Lizabeth F. Calvo  
Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 12, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 12, 1998.



LIZABETH F. CALVO

by L.A. Uriarte as attorney-in-fact

Lizabeth F. Calvo | FL Bar Member 40657  
Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149  
305-365-0902  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

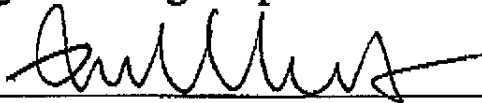
**AS Group Corporation**

**REGISTERED AGENT/OFFICE:**

**Lizabeth F. Calvo  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**LIZABETH F. CALVO**  
by L.A. Uriarte as attorney-in-fact

**Date: May 12, 1998**

**Lizabeth F. Calvo | FL Bar Member 40657  
Lizabeth F. Calvo, P.A.  
328 Crandon Boulevard  
Suite 226  
Key Biscayne FL 33149  
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