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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

NAME: VENEZUELA EQUUS, INC.

AUDIT NUMBER.....H98000010805

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

CERT. OF STATUS..1

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PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VENEZUELA EQUUS, INC.

The undersigned incorporator 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 this corporation shall be:

VENEZUELA EQUUS, INC.

The principal place of business of this corporation

The address of the principal office of this corporation shall be: 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

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.

Prepared By:
M.A. MARTIN & ASSOCIATES, P.A.
848 Brickell Avenue, Suite 830
Miami, FL 33131 (305) 374-4422

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Miguel A. Martin.

ARTICLE V

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The name and addresses of the initial members of the Board of Director are:

Mauricio Azar

848 Brickell Avenue
Suite 830
Miami, Florida 33131

Gladys Cabrera de Azar

848 Brickell Avenue
Suite 830
Miami, FL 33131

Judith Freundt

848 Brickell Avenue
Suite 830
Miami, FL 33131

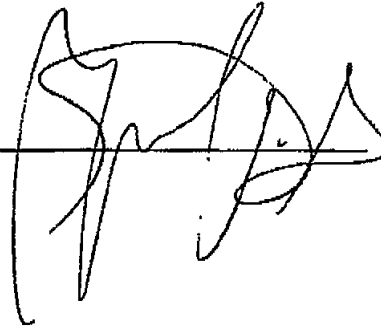
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Miguel A. Martin, of M.A. Martin & Associates, P.A., 848 Brickell Avenue, Suite 830,
Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 10th day
of June, 1998.

By: _____

A handwritten signature in black ink, appearing to be "Miguel A. Martin", written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: Venezuela Equus, Inc.
- 2 The name and address of the registered agent and office is:

Miguel A. Martin
848 Brickell Avenue, Suite 830
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process of the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

By: 

Miguel A. Martin

Dated: 