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6/18/98

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: TUPESA INTERNATIONAL INC.

AUDIT NUMBER.....H98000011422

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Tupesa International Inc.

EFFECTIVE DATE

10-18-98

### Article II. Address

The mailing address of the Corporation is:  
Tupesa International Inc.  
c/o Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130

### Article IV. Board of Directors

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

Ramon Tubert Tubert

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.

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130  
305-373-5802

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

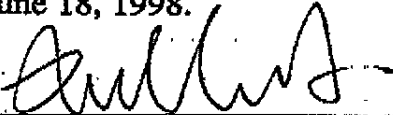
Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 18, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 18, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.  
Luis A. Uriarte Vice President

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130  
305-373-5802

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**Tupesa International Inc.**

**REGISTERED AGENT/OFFICE:**

**Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130**

**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.**



**LUIS AGRAMUNT**

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

**Date: June 18, 1998.**

**Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami FL 33130  
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