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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: COPRASA USA CORPORATION

AUDIT NUMBER.....H98000012345

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

CERT. OF STATUS..1

PAGES.....4

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

7-1-98

The name of this Florida corporation is:
Coprasa USA Corporation

Article II. Address

The mailing address of the Corporation is:
Coprasa USA Corporation
1221 Brickell Avenue
9th Floor
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Robert R. Adams, Esq.
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article IV. Board of Directors

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

Rafael Botero
Julian Londoño

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.

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800
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Article V. Capital Stock

The Corporation shall have the authority to issue 7,500 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Robert R. Adams, Esq.
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 1, 1998.

The undersigned incorporator executed these Articles of Incorporation on July 2, 1998.



ROBERT R. ADAMS, ESQ.
by L.A. Uriarte as attorney-in-fact

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800
H98000012345

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Coprasa USA Corporation

REGISTERED AGENT/OFFICE:

**Robert R. Adams, Esq.
701 Brickell Avenue
Suite 2150
Miami FL 33131**

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.



ROBERT R. ADAMS, ESQ.
by L.A. Uriarte as attorney-in-fact

Date: July 2, 1998.

**Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
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