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ARTICLES OF INCORPORATION

OF

VIA BRA-MEX, INC.

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

#### ARTICLE I

# **NAME**

The name of the Corporation is VIA BRA-MEX, INC., and its principal office and mailing address is 5249 NW 7 Street, Suite 202, Miami, Fl 33126.

# ARTICLE II

# TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of filing of these Articles of Incorporation.

# ARTICLE III

# PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

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#### ARTICLE IV

#### **AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

#### ARTICLE V

# PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

# ARTICLE VI

# REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Carlton Fields, 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131. The initial Registered Agent at that address is RAOUEL M. MATAS.

#### ARTICLE VII

# INCORPORATOR

The name and address of the incorporator is: Raquel M. Matas, Esq., is Carlton Fields, 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131.

#### ARTICLE VIII

#### INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by her or him in connection with or resulting from any claim, action, suit or proceeding, in which she or he may become involved, as a party or otherwise, by reason of her or his being or having been a director, officer or employee of the Corporation, whether or not she or he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for her or his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 6 day of Octobe, 1998.

RAQUELM/MATAS

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for

VIA BRA-MEX, INC.

Raquel M. Matas, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORID.