

# P99000011633

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**FLORIDA PROFIT CORPORATION OR P.A.**

**comarex, inc.**

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FLORIDA DEPARTMENT OF STATE  
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February 5, 1999

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SUBJECT: COMAREX, INC.  
REF: W99000002954

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**ARTICLES OF INCORPORATION  
OF  
COMAREX, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - CORPORATE NAME**

The name of the Corporation is COMAREX, INC. (the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III - REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of Florida is 12260 SW 8th Street, Suite 224, Miami, Florida 33184 and the name of its initial registered agent at such address is Betty Hyman, Esq.

**ARTICLE IV - PRINCIPAL OFFICE**

The address of the principal office of the Corporation, and its mailing address, is 10350 West Bay Harbour drive, Suite 8E, Bay Harbour Islands, FL 33154.

Preparer:

Betty Hyman, Esq.  
12260 SW 8th Street, Suite 224  
Miami, Florida 33184  
Ph. (305) 551-2600  
FL BAR NO. 83100

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#### ARTICLE V - AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are one thousand (1,000), and the par value of each share shall be one dollar (\$1.00).

#### ARTICLE VI - PROVISIONS

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

#### ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the director who is to serve as members of the initial Board of Directors of the Corporation are as follows:

Andres Gerardo Ponteman  
10350 West Bay Harbour Drive  
Suite 8E  
Bay Harbour Islands, FL 33154

#### ARTICLE VIII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by the reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise; except for any person who is or was serving at the request of the Corporation as a director or officer of another corporation,

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no employee or agent of the corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 2nd day of February, 1999.

Betty Hymen  
Betty Hymen, Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for COMAREX, INC. at the place designated in the Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and, (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 3<sup>rd</sup> day of February, 1999

BY: Betty Hyman  
Betty Hyman

The foregoing instrument was acknowledged before me on this 3<sup>rd</sup> day of February, 1999 by Betty Hyman to me personally known and who have taken the oath.

Raquel Puig Zaldivar  
Notary Public, State of Florida

RAQUEL PUIG ZALDIVAR  
(print name)

My Commission Expires: \_\_\_\_\_

Dated as of the 3<sup>rd</sup> day February, 1999.



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