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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CEXPROM USA, CORP.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CEXPROM USA, CORP.

Article II. Address

The Corporation's mailing address is:
CEXPROM USA, CORP.
300 Aragon Avenue
Suite 300
Coral Gables FL 33134

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Eduardo Fernandez
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Oscar Trespalacios
Carlos Mario Ughetti

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Eduardo Fernandez

Slosbergas & Fernandez, L.L.P.

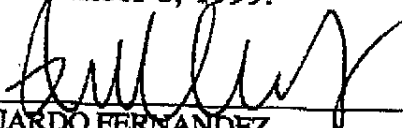
501 Brickell Key Drive, Suite 400

Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 8, 1999.

The undersigned incorporator executed these Articles of Incorporation on November 8, 1999.



EDUARDO FERNANDEZ

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

Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

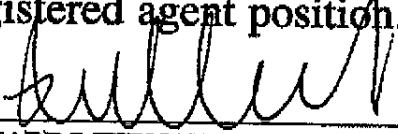
CORPORATION:

CEXPROM USA, CORP.

REGISTERED AGENT/OFFICE:

**Eduardo Fernandez
501 Brickell Key Drive, Suite 400
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.



EDUARDO FERNANDEZ
by L.A. Uriarte as attorney-in-fact

Date: November 8, 1999

**Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030**

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