

Monday, November 29, 1999

**P99000103615**

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Florida Department of State  
Division of Corporations  
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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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

Quilichao, Inc. made up  
No translation - name

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 29, 1999

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: QUILICHAO, INC.  
REF: W99000027151

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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EFFECTIVE DATE

11-29-99

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Quilichao, Inc.

### Article II. Address

The Corporation's mailing address is:  
Quilichao, Inc.  
403 Miracle Mile, Suite A  
Coral Gables FL 33143

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
J. David Peña  
1101 Brickell Avenue  
Suite 1100  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Maria del Carmen Ospina

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.

J. David Peña | FL Bar Member 0651400  
Peña & Sidlosca  
1101 Brickell Avenue  
Suite 1100  
Miami FL 33131  
305-372-0182  
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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**

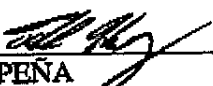
The name and address of the incorporator is:

J. David Peña  
Peña & Sidlosca  
1101 Brickell Avenue  
Suite 1100  
Miami FL 33131

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on November 29, 1999.

The undersigned incorporator executed these Articles of Incorporation on November 29, 1999.

  
\_\_\_\_\_  
J. DAVID PEÑA  
by T. Hardy as attorney-in-fact

J. David Peña | FL Bar Member 0651400  
Peña & Sidlosca  
1101 Brickell Avenue  
Suite 1100  
Miami FL 33131  
305-372-0182  
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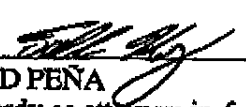
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
Quilichao, Inc.

**REGISTERED AGENT/OFFICE:**

J. David Peña  
1101 Brickell Avenue  
Suite 1100  
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.

  
J. DAVID PEÑA  
by T. Hardy as attorney-in-fact

Date: November 29, 1999

J. David Peña | FL Bar Member 0651400  
Peña & Sidlosca  
1101 Brickell Avenue  
Suite 1100  
Miami FL 33131  
305-372-0182  
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