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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

DOMESTICATION

Laroc Enterprises, Inc.

Certificate of Status	1
Certified Copy	0
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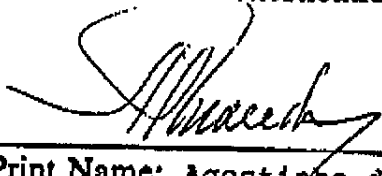
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# CERTIFICATE OF DOMESTICATION

On behalf of LAROC, LTD. ("the Corporation"), a foreign corporation, the undersigned hereby certifies that:

1. The date on which the Corporation was first formed was: September 5, 1986.
2. The jurisdiction where the Corporation was first incorporated was: Cayman Islands, B.W.I.
3. The name of the Corporation immediately prior to filing of this Certificate was LAROC, LTD.
4. The name of the Corporation as set forth in the Articles of Incorporation to be filed with this Certificate is LAROC ENTERPRISES, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of this Certificate was Cayman Islands, B.W.I.

The undersigned authorized signatory on behalf of the Corporation executed this Certificate of Domestication on the date below.



Print Name: Agostinho de Sousa Macedo  
Print Title: Director-President

Date: December 10th, 1999.

Anthony Silva, Esq. FL Bar Member 206989  
Law Office of Anthony Silva  
13274 SW 58th Avenue  
Miami, FL 33156  
305-666-0701

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# ARTICLES OF INCORPORATION

## Article I. Name

The name of this Florida corporation is:  
LAROC ENTERPRISES, INC.

## Article II. Address

The Corporation's mailing address is:  
782 N.W. 42nd Avenue, Suite 630  
Miami, Florida 33126

## Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Joaquin Membiela  
782 N.W. 42nd Avenue, Suite 430  
Miami, Florida 33126

## Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

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.

Anthony Silva | FL Bar Member 206989  
Law Office of Anthony Silva  
13274 SW 58th Avenue  
Miami FL 33156  
305-666-3474

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 5,000 shares of common stock, par value \$1.00 per share. In addition, the Corporation shall have the authority to issue shares of nonvoting common stock, par value per share. In addition, the Corporation shall have the authority to issue shares of preferred stock, par value per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors.

**Article VI. Incorporator**

The name and address of the incorporator is:

Anthony Silva  
Law Office of Anthony Silva  
13274 SW 58th Avenue  
Miami FL .33156

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on September 5, 1986.

The undersigned incorporator executed these Articles of Incorporation on December 10th, 1999.

  
\_\_\_\_\_  
ANTHONY SILVA

Anthony Silva | FL Bar Member 206989  
Law Office of Anthony Silva  
13274 SW 58th Avenue  
Miami FL .33156  
305-666-3474

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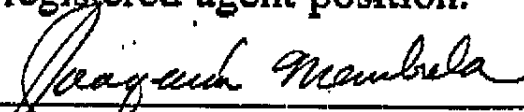
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:** LAROC, ENTERPRISES, INC.

**REGISTERED AGENT/OFFICE:** JOAQUIN MEMBIELA

782 N.W. 42nd Avenue, Suite 430  
Miami, Florida 33126

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.

  
\_\_\_\_\_  
Joaquin Membiola

Date: December 10, 1999

Anthony Silva | FL Bar Member 206989  
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Miami FL 33156  
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