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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

EFFECTIVE DATE  
12-05-00

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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

FLORIDA PROFIT CORPORATION OR P.A.

Dempsey Investments Corp.

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Dempsey Investments Corp.

EFFECTIVE DATE

12-05-00

### Article II. Address

The Corporation's mailing address is:  
Dempsey Investments Corp.  
240 Crandon Blvd.  
Suite 101  
Key Biscayne FL 33149

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Raul J. Sanchez De Varona  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Miguel Angel Barbagallo

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.

Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134  
305-443-8600  
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**Article V. Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

**Article VI. Incorporator**

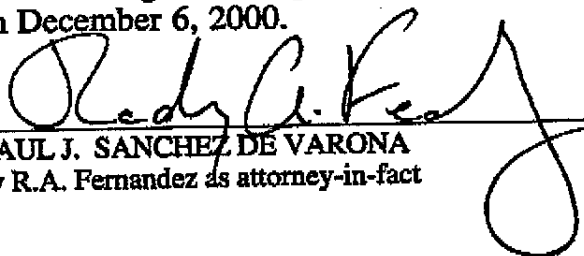
The name and address of the incorporator is:

Raul J. Sanchez De Varona  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on December 5, 2000.

The undersigned incorporator executed these Articles of Incorporation on December 6, 2000.

  
RAUL J. SANCHEZ DE VARONA  
by R.A. Fernandez as attorney-in-fact

Raul J. Sanchez De Varona | FL Bar Member 0844731  
Raul J. Sanchez De Varona, P.A.  
145 Madeira Avenue  
Suite 310  
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305-443-8600  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

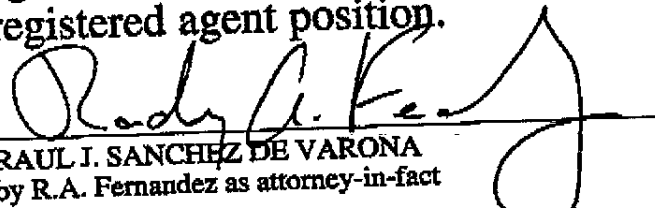
**Dempsey Investments Corp.**

**REGISTERED AGENT/OFFICE:**

**Raul J. Sanchez De Varona  
145 Madeira Avenue  
Suite 310  
Coral Gables FL 33134**

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DIVISION OF CORPORATIONS

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.

  
RAUL J. SANCHEZ DE VARONA  
by R.A. Fernandez as attorney-in-fact

Date: December 6, 2000

Raul J. Sanchez De Varona | FL Bar Member 0844731  
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