



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Kurt S. Browning

3. acting in the capacity of Secretary of State

4. bears the seal/stamp of Great Seal of the State of Florida

Certified

5. at Tallahassee, Florida

6. the Thirteenth day of June, A.D., 2011

7. by Secretary of State, State of Florida

8. No. 2011-62020

9. Seal/Stamp:



10. Signature:

Secretary of State

DSDE 99 (4/11)

This document contains a true watermark. Hold up to light to see "SAFE" and "VERIFY FIRST."

The word "VOID" appears when photocopied.

"State of Florida" appears in small letters across the face of this 8 1/2 x 11" document.

State of Florida



Department of State

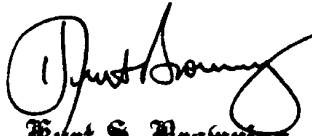
I certify the attached is a true and correct copy of the Articles of Incorporation of QUARTOPLATA, INC., a corporation organized under the laws of the State of Florida, filed on August 11, 2009, as shown by the records of this office.

The document number of this corporation is P09000067875.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirteenth day of June, 2011



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

409000180176
Articles of Incorporation

Article 1: Name and Address of Corporation:

**QUANTOPLATA, INC.
200 E. BISCAYNE BOULEVARD
6TH FLOOR
MIAMI, FL 33131**

Article 2: Capital Stock: The number of shares which the corporation has authorized to be outstanding at any one time is 100 shares.

Article 3: Registered Agent Name and Office:

**CRISTINA MORRISON
1915 BRICKELL AVE, PENTHOUSE 5-C
MIAMI, FL 33129**

***I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.**

Cristina Morrison

Signature of Registered Agent

**Article 4: The Board of Directors is: (Board of Directors is NOT REQUIRED).
First listed is President, Second is Vice President, then Secretary/Treasurer.**

**PRESIDENT
M. CRISTINA MORRISON
53 WOOSTER ST.
NEW YORK, NY 10013**

Article 5: Incorporator Name and Address:

**CRISTINA MORRISON
1915 BRICKELL AVE, PENTHOUSE 5-C
MIAMI, FL 33129**

In witness whereof, I have subscribed my name:

Cristina Morrison

Signature of Incorporator

409000180176

FILED
2009 AUG 11 P 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Traducción

ESTADO DE FLORIDA

Departamento de Estado

APOSTILLA

(Convenio de La Haya del 5 de octubre de 1961)

1. País: Estados Unidos de América

Este documento público

2. Ha sido firmado por Kurt S. Browing
3. Actuando en calidad de Secretario de Estado
4. Lleva el sello/estampa de el Gran Sello del Estado de Florida

CERTIFICADO

5. En Tallahassee, Florida
6. El día decimotercero de Junio del 2011
7. Por el Secretario de Estado, Estado de Florida
8. No. 2011-62020
9. Sello/Estampa:

10. Firma:

Ilegible
Secretario de Estado

ESTADO DE FLORIDA

Departamento de Estado

Yo certifico el adjunto es una copia verdadera y correcta de los artículos de la incorporación de QUARTOPLATA, INC, una corporación organizada conforme a las leyes del Estado de Florida, archivado el 11 de agosto de 2009, como así lo muestra los registros de esta oficina.

El número de documento de esta corporación es P09000067875

**Dado bajo mi mano y el
Gran sello del estado de florida
en Tallahassee, la capital, esto el
Decimotercer día de junio, 2011**

**Firma ilegible
Kurt S. Browning
Secretario de Estado**

ARTICULOS DE INCORPORACION

Artículo 1: Nombre y Dirección de la Corporación:

**QUARTOPLATA, INC.
200 S. BISCAYNE BOULEVARD
PISO 6TO.
MIAMI, FL 33131**

Artículo 2: Capital Social: El número de las partes que la corporación tiene autorizado para ser excepcional en un momento dado es 100 acciones.

Artículo 3: Nombre del Agente Registrador y Oficina:

**CRISTINA MORRISON
1915 BRICKELI AVE, PENTHOUSE 5-C
MIAMI, FL 33129**

***Soy familiar con y por la presente acepto los impuestos y responsabilidades como Agente de Registro para dicha corporación.**

**Firma Ilegible
Firma del Agente de Registro**

**Artículo 4: La junta directiva es: (La junta directiva es NO REQUERIDA.)
Primero en la lista es el presidente, segundo es el Vicepresidente, luego el secretario / el tesorero.**

**PRESIDENT
M.CRISTINA MORRISON
53 WOOSTER ST.
NEW YORK, NY 10013**

Artículo 5: Nombre del Fundador y Dirección:

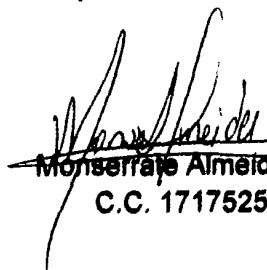
**CRTISTINA MORRISON
1915 BRICKELL AVE, PENTHOUSE 5-C
MIAMI, FL 33129**

En fe de lo cual, he suscrito mi nombre:

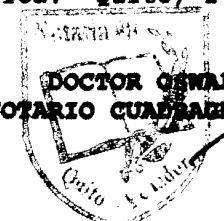
**Firma ilegible
Firma del Fundador
H090001180176**

TRADUCCIÓN

Yo, Monserrate Almeida Baldus, conocedora del idioma inglés y conforme lo faculta el artículo 24 de la Ley de Modernización del Estado, Privatizaciones y Prestación de Servicios Públicos por parte de la Iniciativa Privada, Publicada en el Registro Oficial No. 349 de 31 de Diciembre de 1993, procedo a traducir del idioma inglés en cuatro (4) fojas útiles, una ambas caras, el documento que contiene la factura comercial y la lista de empaque.


Monserrate Almeida Baldus
C.C. 171752558-6

RAZÓN: De conformidad con el numeral tres del Artículo dieciocho de la Ley Notarial doy fe que la firma puesta al pie del escrito que antecede en la misma que se lee "ilegible" pertenece a la señora MONICA MONSERRATE ALMEIDA BALDUS, portadora de la cedula de ciudadanía número 171752558-6., por tanto es auténtica.- Quito, 24 de Junio del dos mil once.-


DOCTOR OSWALDO MESA ESPINOSA
NOTARIO CUADRABESERO DEL CANTÓN QUITO

Dr. Oswaldo Mesa Espinosa



**WRITTEN CONSENT OF THE SOLE DIRECTOR
OF
QUARTOPLATA, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

THE UNDERSIGNED, being the sole director of QUARTOPLATA, INC., a Florida corporation (the "Corporation"), hereby adopt the following resolutions pursuant to Section 607.0821, Florida Business Corporation Act:

RESOLVED, that the Bylaws of the Corporation, in the form attached hereto as Exhibit A, be and hereby are adopted;

FURTHER RESOLVED, that the seal of the Corporation, containing the words "QUARTOPLATA, INC. Corporate Seal 2009 Florida," in the form of impression attached hereto, be and hereby is adopted;

FURTHER RESOLVED, that the following persons be and hereby are elected to the offices set forth opposite their respective names below, to serve at the pleasure of the Board of Directors:

NAME

OFFICE

Cristina Morrison

President/Secretary/Treasurer

FURTHER RESOLVED, that the form of certificate representing shares of Common Stock, \$1.00 par value, of the Corporation, in the form attached hereto as Exhibit B, be and hereby is adopted. Stock certificates shall be signed by two authorized officers.

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to issue and sell to the persons designated below shares of the Corporation's Common Stock against receipt of \$1.00 per share in payment therefor, such shares, when so issued and sold, to be fully paid and non-assessable:

Shareholder


Stock Ownership

Cristina Morrison

100 Shares

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to open checking and other deposit accounts in the name of the Corporation in such financial institutions as they may select.

Date: August 11, 2009.


Cristina Morrison, Sole Director

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NOTARIA PRIMERA DE QUITO
EN APLICACION A LA LEY DE MODERNIZACION
Y A LA LEY NOTARIAL

DOY FE que la fotocopia que ANTECEDE está
conforme con su original que me fue presentado

en _____ Folios _____

Quito a 15 MAR. 2009



F. Jorge Machado Cevallos
Notario Primera del Cantón Quito



**WRITTEN CONSENT OF THE INCORPORATOR
OF
QUARTOPLATA, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

THE UNDERSIGNED, being the sole Incorporator of QUARTOPLATA, INC., a Florida corporation (the "Corporation"), hereby adopts the following resolution pursuant to Section 607.0205, Florida Business Corporation Act:

RESOLVED, that the following individuals be and are hereby appointed to the Board of Directors of the Corporation to serve as directors until the next annual meeting of the shareholders, or until their earlier resignation or removal:

Cristina Morrison

Dated: August 11, 2009


Cristina Morrison, Incorporator

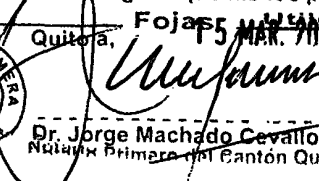
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NOTARIA PRIMERA DE QUITO
EN APLICACION A LA LEY DE MODERNIZACION
Y A LA LEY NOTARIAL

DOY FE que la fotocopia que ANTECEDE está
conforme con su original que me fue presentado

en Quito, Fojes 11 11 2009




Dr. Jorge Machado Cevallos
Notaria Primera del Cantón Quito



**BYLAWS
OF
QUARTOPLATA, INC.**

**BYLAWS
OF
QUARTOPLATA, INC.**

ARTICLE I.

NAME AND OFFICES

Section A. Name. The name of the Corporation is QUATOPLATA, INC., a Florida corporation (the "Corporation").

Section B. Principal Office and Additional Offices. The location of the registered office of the corporation shall be as stated in the Articles of Incorporation, which location may be changed from time to time by the board of directors. The Corporation may also have offices or branches at such other places, both within and without the State of Florida, as the board of directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II.

MEETINGS OF SHAREHOLDERS

Section A. Place of Meetings. All meetings of the shareholders shall be held at the registered office of the Corporation, or at such other place (within or without the State of Florida) as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section B. Annual Meeting. Annual meetings of shareholders shall be held on the FEBRUARY 1, of each fiscal year of the Corporation if not a legal holiday in the state in which the meeting shall be held, and if a legal holiday, then on the next secular day following, at such time as determined by the board of directors, or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting. At the annual meeting, the shareholders shall elect a board of directors and transact such other business as may properly be brought before the meeting. If the annual meeting is not held on the date designated therefor, the board of directors shall cause the meeting to be held as soon thereafter as convenient.

Section C. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the chairman of the board or president, and shall be called by the chairman of the board or president at the request in writing of a majority of the board of directors or at the request in writing of the holders of not less than ten percent (10%) of all the shares entitled to vote at a meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section D. List of Shareholders. The officer or agent who has charge of the stock transfer book for shares of the Corporation shall make and certify a complete list of the shareholders entitled

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to vote at a shareholders' meeting, or any adjournment thereof. The list shall be compiled at least ten (10) days before each meeting of shareholders if there are greater than six shareholders of the Corporation. The list shall be arranged in alphabetical order with each class and series and show the address of each shareholder and the number of shares registered in the name of each shareholder. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder who is present. See "Fixing of Record Date", Article VI, Section 5, for the method of determining which shareholders are entitled to vote.

Section E. Notice of Meetings. Except as may be provided by statute, written notice of an annual or special meeting of shareholders stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered, either personally or by first-class mail, not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation with postage thereon prepaid.

Section F. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise expressly required by statute, by the Articles of Incorporation, or by agreement among the shareholders. All shareholders present in person or represented by proxy at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, such quorum shall not be initially present at any meeting of shareholders, a majority of the shareholders entitled to vote thereat shall nevertheless have power to adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section G. Super Majority. When an action other than the election of directors is to be taken by vote of the shareholders, it shall be authorized by the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter, unless a greater plurality is required by express requirement of the statutes, the Articles of Incorporation, or any agreement among the shareholders, in which case such express provision shall govern and control the decision of such question. "Shares represented at the meeting" shall be determined as of the time the existence of the quorum is determined. Except as otherwise expressly required by the Articles of Incorporation or any agreement among the shareholders, directors shall be elected by a plurality of the votes cast at an election.

Section H. Voting of Shares and Proxies. Each shareholder shall at every meeting of the shareholders be entitled to one (1) vote in person or by proxy for each share of the capital stock having voting power held by such shareholder except as otherwise expressly required in the Articles of Incorporation or any agreement among the shareholders. A vote may be cast either orally or in writing. Each proxy shall be in writing and signed by the shareholder or his authorized agent or representative. A proxy is not valid after the expiration of eleven (11) months after its date unless the person executing it specifies therein the length of time for which it is to continue in force. Unless prohibited by law, a proxy otherwise validly granted by telegram shall be deemed to have been signed by the granting shareholder. All

questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by the presiding officer of the meeting.

Section I. Waiver of Notice. Attendance of a person at a meeting of shareholders in person or by proxy constitutes a waiver of notice of the meeting except where the shareholder attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section J. Written Consent Without a Meeting. Unless otherwise provided by the Articles of Incorporation or any agreement among the shareholders, any action required to be taken at any annual or special meeting of the shareholders, or any other action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon were present and voted. Within 10 days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action be a merger, consolidation, or sale of assets for which dissenters rights are provided for by statute, the notice shall contain a clear statement of the rights of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of such statute regarding the rights of dissenting shareholders.

ARTICLE III.

DIRECTORS

Section A. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of its board of directors, unless otherwise provided by the Articles of Incorporation or any agreement among the shareholders. The board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation, any agreement among the shareholders, or by these Bylaws directed or required to be exercised or done by the shareholders.

Section B. Number, Election and Term of Office. The number of directors which shall constitute the whole board shall be not less than one (1) not more than seven (7). The number of directors shall be determined from time to time by resolution of the board of directors. In the absence of an express determination by the board, the number of directors, until changed by the board, shall be that number of directors elected at the most recently held annual meeting of shareholders or, if no such meeting has been held, the number elected by the incorporator in the initially filed Articles of Incorporation. Directors are elected at the first annual shareholders' meeting and at each annual meeting thereafter. Each Director shall hold office until the next annual meeting of shareholders or until his successor is elected. Directors need not be shareholders or officers of the Corporation.

Section C. Vacancies and Removal. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining director, or by the

shareholders, and the directors so chosen shall hold office until the next annual election of directors by the shareholders and until their successors are duly elected and qualified or until their resignation or removal. Any director may be removed, with or without cause, by the shareholders at a meeting of the shareholders called expressly for that purpose unless otherwise provided in the Articles of Incorporation or any agreement among the shareholders.

Section D. Annual Meeting. The first board of directors shall hold office until the first annual meeting of shareholders. Thereafter, the first meeting of each newly elected board of directors shall be held promptly following the annual meeting of shareholders on the date thereof. No notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors. Any notice of the annual meeting need not specify the business to be transacted or the purpose of the meeting.

Section E. Place of Meetings. Meetings of the board of directors shall be held at the principal office of the Corporation or at such other place, within or without the State of Florida, as the board of directors may from time to time determine or as shall be specified in the notice of any such meeting. Unless otherwise restricted by the Articles of Incorporation or any agreement among the shareholders, members of the board of directors, or any committee designated by the board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section F. Special Meetings. Special meetings of the board may be called by the chairman of the board or president on four (4) days' notice to each director by mail or twenty-four (24) hours' notice either personally, by telephone or by telegram; special meetings shall be called by the chairman of the board or president in like manner and on like notice on the written request of two (2) directors. The notice need not specify the business to be transacted or the purpose of the special meeting. The notice shall specify the place of the special meeting.

Section G. Quorum. At all meetings of the board, a majority in the number of directors fixed pursuant to Article III, Section 2 of these Bylaws shall constitute a quorum for the transaction of business. At all meetings of a committee of the board a majority of the directors then members of the committee in office shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the board of directors or the committee, unless the vote of a larger number is specifically required by statute, by the Articles of Incorporation, by these Bylaws or by any agreement among the shareholders. If a quorum shall not be present at any meeting of the board of directors or a committee, the members present thereat may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present.

Section H. Written Consent Without a Meeting. Unless otherwise provided by the Articles of Incorporation or by any agreement among the shareholders, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if, before or after the action, all members of the board or committee consent thereto in writing.

The written consents shall be filed with the minutes of proceedings of the board or committee. Such consents shall have the same effect as a vote of the board or committee for all purposes.

Section I. Executive and Other Committees. A majority of the full board of directors may, by resolution, designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the Corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the Corporation; provided, however, such a committee shall not have the power or authority to:

1. Approve or recommend to shareholders actions or proposals required by statute to be approved by the shareholders.

2. Designate candidates for the office of director for purposes of proxy solicitation or otherwise.

3. Fill vacancies on the board of directors or any committee thereof.

4. Amend the Bylaws of the Corporation.

5. Authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the board of directors.

6. Authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares, except that the board of directors, having acted regarding general authorization for the issuance or sale of shares, or any contract therefor, and, in the case of a series, the designation thereof, may, pursuant to a general formula or method specified by the board by resolution or by adoption of a stock option or other plan, authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which such shares may be issued or sold, including, without limitation, the price, the rate or manner of payment of dividends, provisions for redemption, sinking fund, conversion, and voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in such committee to adopt any final resolution setting forth all the terms thereof and to authorize the statement of the terms of a series for filing with the Florida Department of State pursuant to the Florida General Corporation Act.

Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. A committee, and each member thereof, shall serve at the pleasure of the board. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section J. Compensation. The board of directors shall have authority to fix the compensation, including fees and reimbursement of expenses of directors, for services to the Corporation in any capacity.

Section B. Fiscal Year. The fiscal year of the Corporation shall be fixed from time to time by resolution of the board of directors, but shall end on December 31st of each year if not otherwise fixed by the board.

Section C. Corporate Seal. The board of directors may adopt a corporate seal for the Corporation. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Florida." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section D. Corporate Minutes and Stock Transfer Book. The Corporation shall keep within or without the State of Florida books and records of account and minutes of the proceedings of its shareholders, board of directors and executive committee, if any. The Corporation shall keep at its registered office or at the office of its transfer agent within or without the State of Florida a stock transfer book for shares of the Corporation containing the names and addresses of all shareholders, the number, class and series of shares held by each and the dates when they respectively became holders of record thereof. Any of such stock transfer book, books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section E. Bylaw Governance Not Exclusive. These Bylaws shall govern the internal affairs of the Corporation, but only to the extent they are consistent with law, the Articles of Incorporation and any agreements among the shareholders. Nothing contained in the Bylaws shall, however, prevent the imposition by contract of greater voting, notice or other requirements than those set forth in these Bylaws. Any provision of any agreement among the shareholders which is inconsistent with any provision of these Bylaws shall supersede the inconsistent provision in these Bylaws.

ARTICLE IX.

AMENDMENTS

The Bylaws may be amended or repealed, or new Bylaws may be adopted, by action of either the shareholders or the board of directors. The shareholders may from time to time specify particular provisions of the Bylaws which shall not be altered or repealed by the board of directors.

Section G. Limitation on Transfer of Shares. If the holders of a majority or more of the shares of Common or Preferred Stock shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation, and the Corporation shall become a party to such agreement, the officers and directors of the Corporation shall observe and carry out all of the terms and provisions of such agreement and refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any or all of the shares covered by such agreement, unless it shall conform with the provisions and terms of such agreement, provided that a copy of such agreement shall be filed with the secretary of the Corporation and be kept available at the principal office of the Corporation, and provided further, that notice of such agreement be set forth conspicuously on the face or back of each stock certificate.

ARTICLE VII.

INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that he is or was at the time a director of the Corporation or a director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation 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 reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII.

GENERAL PROVISIONS

Section A. Checks, Drafts and Bank Accounts. All checks, drafts or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may from time to time designate.

such lost or destroyed certificate, or his legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

Section D. Transfer of Shares. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its stock transfer book for shares of the Corporation.

Section E. Fixing of Record Date. In order that the Corporation may determine the shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or to express consent to, or to dissent from, a proposal without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or for the purpose of any other action, the board of directors may fix, in advance, a date as a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. The stock transfer books of the Corporation shall not be closed.

If no record date is fixed:

1. The record date for determining the shareholders of record entitled to notice of, or to vote at, a meeting of shareholders shall be at the close of business on the day on which notice is given, or, if no notice is given, at the close of business on the day next preceding the day on which the meeting is held; and

2. The record date for determining shareholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

A determination of shareholders of record entitled to notice or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section F. Exclusive Ownership of Shares. The Corporation shall be entitled to recognize the exclusive right of a person registered upon its stock transfer book for shares of the Corporation as the owner of shares for all purposes, including voting and dividends, and shall not be bound to recognize any equitable or other claim to interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Florida.

Section K. Resignations. A director may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

Section L. Waiver of Notice. Attendance of a director at a special meeting constitutes a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Directors may also sign a waiver of notice before or after a special meeting.

ARTICLE IV.

NOTICES

Section A. Method of Notice. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws or of any agreement among the shareholders, written notice is required to be given to any director, committee member or shareholder, such notice may be given in writing by mail (registered, certified or other first class mail) addressed to such director, shareholder or committee member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Such notice shall be deemed to be given at the time when the same shall be deposited in a post office or official depository under the exclusive care and custody of the United States postal service.

Section B. Waiver of Notice. Whenever any notice is required to be given under the provision of the statutes or of the Articles of Incorporation or of these Bylaws or of any agreement among the shareholders, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders, directors or a committee, need be specified in any written waiver of notice.

ARTICLE V.

OFFICERS

Section A. Number and Qualification. The officers of the Corporation shall be chosen by the board of directors at its first meeting after each annual meeting of shareholders. There shall be a president, a secretary and a treasurer. The board of directors may also create and fill the offices of chairman of the board and vice-chairman of the board, and may choose one or more vice-presidents, one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, but the board by resolution may require that at least two persons shall be officers for purposes of compliance with Article VI, Section 1, hereof. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section B. Compensation. The salaries of all officers of the Corporation shall be fixed by the board of directors.

Section C. Removal, Vacancies and Resignations. The officers of the Corporation shall hold office at the pleasure of the board of directors. Any officer elected or appointed by the board of directors may be removed at any time by the board of directors with or without cause whenever, in its judgment, the best interests of the Corporation will be served thereby. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the board of directors. An officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

Section D. The President. Unless otherwise provided by resolution of the board of directors, the president shall be the chief executive officer of the Corporation, shall preside at all meetings of the shareholders and the board of directors (if he shall be a member of the board), shall have general and active management of the business and affairs of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect. The president shall execute on behalf of the Corporation, and may affix or cause the seal to be affixed to, all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation.

Section E. Vice-Presidents. The vice-presidents shall act under the direction of the president and in the absence or disability of the president shall perform the duties and exercise the powers of the president. They shall perform such other duties and have such other powers as the president or the board of directors may from time to time prescribe. The board of directors may designate one or more executive vice-presidents or may otherwise specify the order of seniority of the vice-presidents. The duties and powers of the president shall descend to the vice-presidents in such specified order of seniority.

Section F. The Secretary. The secretary shall act under the direction of the president. Subject to the direction of the president, the secretary shall attend all meetings of the board of directors and all meetings of the shareholders and record the proceedings. The secretary shall perform like duties for the standing committees when required; shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors; and shall perform such other duties as may be prescribed by the president or the board of directors. The secretary shall keep in safe custody the seal of the Corporation and, when authorized by the president or the board of directors, cause it to be affixed to any instrument requiring it. The secretary shall be responsible for maintaining the stock transfer book and minute book of the Corporation and shall be responsible for their updating.

Section G. Assistant Secretaries. The assistant secretaries shall act under the direction of the president. In the order of their seniority in office, unless otherwise determined by the president or the board of directors, they shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the president or the board of directors may from time to time prescribe.

Section H. The Treasurer. The treasurer shall act under the direction of the president. Subject to the direction of the president, the treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the

Corporation in such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the president or the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the Corporation. The treasurer may affix or cause to be affixed the seal of the Corporation to documents so requiring the seal.

Section I. Assistant Treasurers. The assistant treasurers in the order of their seniority of office, unless otherwise determined by the president or the board of directors shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the president or the board of directors may from time to time prescribe.

Section J. Delegation of Duties. Whenever an officer is absent or whenever for any reason the board of directors may deem it desirable, the board of directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

Section K. Additional Powers. To the extent the powers and duties of the several officers are not provided from time to time by resolution or other directive of the board of directors or by the president (with respect to other officers), the officers shall have all powers and shall discharge the duties customarily and usually held and performed by like officers of the Corporations similar in organization and business purposes to this Corporation.

ARTICLE VI.

CERTIFICATES OF STOCK AND SHAREHOLDERS OF RECORD

Section A. Certificates Representing Shares. The shares of stock of the Corporation shall be represented by certificates signed by, or in the name of the Corporation by, the president or a vice-president and by the secretary or an assistant secretary of the Corporation, unless all offices of the Corporation are filled by the same person. Each holder of stock in the Corporation shall be entitled to have such a certificate certifying the number of shares owned by him in the Corporation.

Section B. Transfer Agents. Any of or all the signatures on the certificate may be a facsimile if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation itself or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue. The seal of the Corporation or a facsimile thereof may, but need not, be affixed to the certificates of stock.

Section C. Lost, Destroyed or Mutilated Certificates. The board of directors may direct a new certificate for shares to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of