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Florida Department of State
Division of Corporations
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SILICON ALLEY USA, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
SILICON ALLEY USA, INC.

ARTICLE I - NAME

The name of the corporation is:

SILICON ALLEY USA, INC.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

JACK MARTIN COE
1110 BRICKELL AVENUE, PH-1
MIAMI, FLORIDA 33131

This document prepared by:

Robert A. Brandt, Esq.
1110 Brickell Avenue, PH-1
Miami, FL 33131
Phone: (305) 374-2202
Fla. Bar No. 311391

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

JACK MARTIN COE
1110 BRICKELL AVENUE, PH-1
MIAMI, FLORIDA 33131

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

JACK MARTIN COE
1110 BRICKELL AVENUE, PH-1
MIAMI, FLORIDA 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

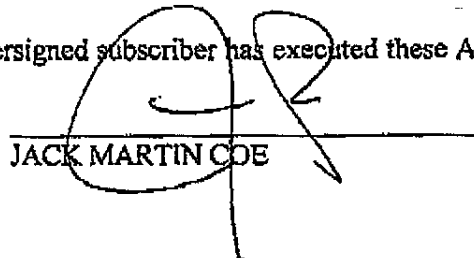
The principal place of business shall be:

12515 N. KENDALL DRIVE, SUITE 200
MIAMI, FLORIDA 33186-1840

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on March 1, 2000.

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JACK MARTIN COE



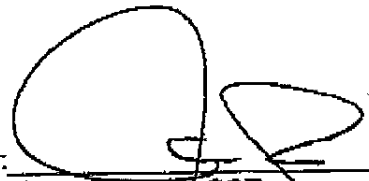
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That , SILICON ALLEY USA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of MIAMI DADE, State of Florida has named JACK MARTIN COE, located at 1110 BRICKELL AVENUE, PH-1, MIAMI, FLORIDA 33131, County of MIAMI DADE within this State as registered agent of said corporation.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
JACK MARTIN COE
(REGISTERED AGENT)

Date: March 1, 2000

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TALLAHASSEE, FLORIDA

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