

P00000077113

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

EFFECTIVE DATE
8-14-00

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000042831 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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.

Fifth Avenue Acquisition VIII Corp.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 15 PM 1:59

Electronic Filing Menu

Corporate Filing

Public Access Help

H00000042831

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Fifth Avenue Acquisition VIII Corp.

EFFECTIVE DATE
8-14-00

Article II. Address

The Corporation's mailing address is:
Fifth Avenue Acquisition VIII Corp.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 15 PM 1:59

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Board of Directors

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

Thomas J. Craft, Jr.
Ivo Heiden
Richard Rubin

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.

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401
561-651-7336
H00000042831

H00000042831

Article V. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Thomas J. Craft, Jr.
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 14, 2000.

The undersigned incorporator executed these Articles of Incorporation on August 15, 2000.



THOMAS J. CRAFT, JR.
by L.A. Uriarte as attorney-in-fact

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401
561-651-7336
H00000042831

H00000042831

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Fifth Avenue Acquisition VIII Corp.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

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.



CORPORATE CREATIONS NETWORK INC.
Luis A. Uriarte, President

Date: August 15, 2000

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401
561-651-7336
H00000042831

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 15 PM 1:59