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FLORIDA PROFIT CORPORATION OR P.A.

birdsall investments, inc.

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March 20, 2002

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SUBJECT: BIRDSALL INVESTMENTS, INC.
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STATE of FLORIDA

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ARTICLES of INCORPORATION
OF
BIRDSALL INVESTMENTS, INC.

THE UNDERSIGNED, in order to form a close corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Business Corporation Act,

DO HEREBY CERTIFY:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is BIRDSALL INVESTMENTS, INC.

ARTICLE II
DURATION OF CORPORATION

The period of existence of the corporation is perpetual.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 10820 S.W. 200 Drive, Suite 409, Miami, Miami-Dade County, Florida 33197. The mailing address of the corporation is the same.

ARTICLE IV
REGISTERED OFFICE

The registered office of the Corporation in the State of Florida is located at 5911 West Flagler Street, Miami, Florida 33144. The name and address of the Corporation's registered agent at such address is Carl A. Richardson.

ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION

Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of Florida, including the business of buying, developing and selling real property.

Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

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ARTICLE VI
TERMS OF SHARES

Common Stock. All of the shares, in the amount of One Hundred Thousand (100,000), that the Corporation has authority to issue constitute a single class of shares known as Common Stock, with a par value of five cents (\$0.05) per share, which shall not be issued in series, and shall have the same preferences, limitations, and relative rights.

Voting Rights of Shares. The voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Common Stock. In all matters in which they have the right to vote, the holders of Common Stock have one vote per share.

Distributions. The Board of Directors may authorize and the Corporation may make distributions to its shareholders if, after giving the distribution effect, (a) the Corporation would be able to pay its debts as they become due in the usual course of business and, (b) the Corporation's total assets would be greater than its total liabilities.

Record Ownership. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE VII
DIRECTORS

Number and Qualification. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. Directors need not be shareholders of the Corporation.

Liability. No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. These Articles shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time these Articles became effective.

ARTICLE VIII
ADOPTION, AMENDMENT
AND REPEAL OF BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, by the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the

time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

ARTICLE X
INCORPORATORS

The incorporator of the Corporation is Carl A. Richardson, whose mailing address is 11415 N.W. 7th Street, Miami, Florida 33172. The powers of the Incorporator will terminate upon the filing of these Articles. The names and mailing addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of stockholders of the Corporation, and who may continue to serve as directors until their successors are elected and qualified, are:

Jeremy Birdsall
10820 S.W. 200 Drive, Suite 409
Miami, Florida 33197;

IN WITNESS WHEREOF, I have hereunto set my hand this 15 day of March 2002.


Carl A. Richardson, Incorporator

Birdsall Investments, Inc.
Articles of Incorporation
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CERTIFICATE OF NEW REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Carl A. Richardson

March 15, 2002
Date

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