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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

EFFECTIVE DATE
02/23/2005

FLORIDA PROFIT CORPORATION OR P.A.

LEGACY CONVERSIONS & HOLDINGS II, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
LEGACY CONVERSIONS & HOLDINGS II, INC.

Article II. Address

The Corporation's mailing address is:
LEGACY CONVERSIONS & HOLDINGS II, INC.
7840 Camino Real, Suite 202
Miami FL 33143

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172

Article IV. Board of Directors

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

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.

EFFECTIVE DATE
02/23/2005

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SECRET
TALLAHASSEE
FLORIDA

Alfredo Garcia-Menocal | FL Bar Member 533610
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172
786-512-7169

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

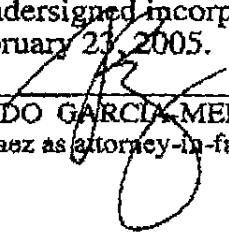
The name and address of the incorporator is:

Alfredo Garcia-Menocal
730 NW 107th Avenue
Suite 115
Miami FL 33172

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 23, 2005.

The undersigned incorporator executed these Articles of Incorporation on February 23, 2005.



ALFREDO GARCIA-MENOCAL
by T. Baez as attorney-in-fact

Alfredo Garcia-Menocal | FL Bar Member 533610
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172
786-512-7169

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

LEGACY CONVERSIONS & HOLDINGS II, INC.

REGISTERED AGENT/OFFICE:

**Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
Suite 115
Miami FL 33172**

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.



ALFREDO GARCIA-MENOCAL, P.A.
by T. Baez as attorney-in-fact

Date: February 23, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Alfredo Garcia-Menocal | FL Bar Member 533610
Alfredo Garcia-Menocal, P.A.
730 NW 107th Avenue
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786-512-7169**

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