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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954)761-2910
Fax Number : (954)764-4996

FLORIDA PROFIT CORPORATION OR P.A.

Spear Coral Group Corp.

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**ARTICLES OF INCORPORATION
OF
SPEAR CORAL GROUP CORP.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Spear Coral Group Corp.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 3721 SW 47th Avenue, Suite 307, Fort Lauderdale, Florida 33314.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share.

Prepared by: Harry B. Smith, Esq., FL Bar #075261
Ruden McClosky, Et al., 701 Brickell Avenue, Suite 1900
FTL:423600-1 Miami, Florida 33131
(305) 789-2700

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ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131 and the initial registered agent of this Corporation at that address shall be Harry B. Smith.

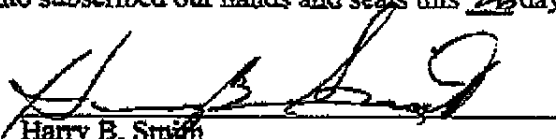
ARTICLE V

INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation is:

Harry B. Smith
701 Brickell Avenue, Suite 1900
Miami, Florida 33131

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 26 day of May 1999.


Harry B. Smith
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Harry B. Smith
Registered Agent

Prepared by: Harry B. Smith, Esq., FL Bar #075261
Ruden McClosky, Et al., 701 Brickell Avenue, Suite 1900
Miami, Florida 33131
FSL423600.1 (305) 789-2700

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