

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : BERMAN WOLFE & RENNERT, P.A.
Account Number : 076103002011
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FLORIDA PROFIT CORPORATION OR P.A.

Cornerstone Group Holdings, Inc.

| | |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION
OF
CORNERSTONE GROUP HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I
NAME

The name of the corporation is CORNERSTONE GROUP HOLDINGS, INC.

Article II
DURATION

This corporation shall exist perpetually.

Article III
NATURE OF BUSINESS

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

Article IV
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and initial mailing address of the corporation is 2121 Ponce de Leon Blvd., PH2, Coral Gables, Florida 33134

Prepared By and Return to:
Leon J. Wolfe, Esquire, FBN 327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, Suite 3500
Miami, Florida 33131-2130
(305) 577-4179

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Article V
CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Berman Wolfe & Rennert, P.A., NationsBank Tower at International Place, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Leon J. Wolfe, Esq.

Article VII
DIRECTORS

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address(es) of the member(s) of the first board of directors of the corporation are:

| <u>Name</u> | <u>Street Address</u> |
|------------------|--|
| Stuart I. Meyers | 2121 Ponce de Leon Blvd., PH2 Coral Gables, Florida 33134 |
| Jorge Lopez | 2121 Ponce de Leon Blvd., PH2 Coral Gables, Florida 33134 |

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(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII
INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX
BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

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Article X
INCORPORATOR

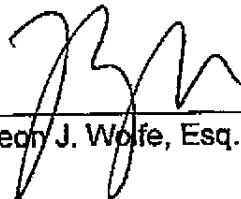
The name and street address of the incorporator of this corporation is:

Leon J. Wolfe, Esq.
c/o Berman Wolfe & Rennert, P.A.
NationsBank Tower at International Place
100 Southeast Second Street, Suite 3500
Miami, Florida 33131-2130

Article XI
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 28, 1999.



Leon J. Wolfe, Esq., Incorporator

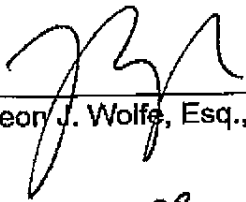
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

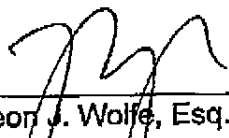
CORNERSTONE GROUP HOLDINGS., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Leon J. Wolfe, Esq., located at NationsBank Tower at International Place, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130, as its agent to accept service of process within Florida.



Leon J. Wolfe, Esq., Incorporator

Dated: June 21, 1999

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Leon J. Wolfe, Esq., Registered Agent

Dated: June 21, 1999

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