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O: DIVISION OF CORPORATIONS

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AME: ARQUIS CORPORATION

AUDIT NUMBER.....H97000018818

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 13, 1997

EMPIRE

SUBJECT: ARQUIS CORPORATION  
REF: W97000025614

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The preparer information in the lower left hand corner of the document must be printed in at least a 10 point font to assure legibility.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION  
OF  
ARQUIS CORPORATION

ARTICLE I

The name of this corporation shall be: ARQUIS CORPORATION

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares at \$1.00 PAR VALUE each.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The principal office of this corporation shall be located at: 2307 Douglas Road, Suite 500, Miami, Florida 33145, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors.

This instrument was prepared by:

A. Rosemary Sala, P.A.  
328 Crandon Blvd. Suite 202  
Key Biscayne, Florida 33149  
Florida Bar No. 0494380  
(305) 361-0105

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ARTICLE VI

This corporation shall at all times have at least one (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of the corporation, provided that the corporation shall at all times have a minimum of Director.

ARTICLE VII

The names and post office addresses of the First Board of Directors of the corporation who subject to the provisions of the Certificate of Incorporation and the corporation laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified are:

Juan Alayo

2307 Douglas Road, Suite 500

Miami, FL 33145

The registered agent shall be Juan Alayo, and the registered office shall be at 2307 Douglas Road, Suite 500, Miami, FL 33145.

ARTICLE VIII

The name and post office address of the subscriber to this Certificate of Incorporation, is:

Juan Alayo

2307 Douglas Road, Suite 500

Miami, FL 33145

ARTICLE IX

The By-Laws of this corporation may be created, amended or changed by either the Stockholders or the Directors of the corporation at any regular or duly scheduled

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Special Meeting.

ARTICLE X

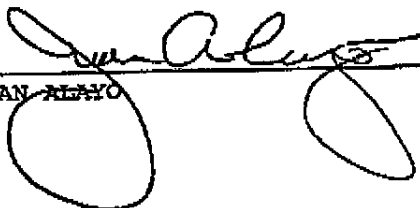
All officers, agent and factors shall be chosen in such manner, hold their office for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors of the corporation.

ARTICLE XI

Every person who now is or hereafter shall become a Director of this corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him. However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of such duties imposed in him as such Director.

The right to indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

I, the undersigned, do hereby subscribe, acknowledge and file this Certificate of Incorporation, hereby certifying that the fact herein stated are true and correct, and according hereto set my hand and seal this 14 day of November, 1997.

  
\_\_\_\_\_  
JUAN ALAYO (SEAL)

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE     )

Be it remembered that on this 14 day of November, 1997, personally

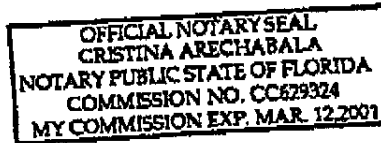
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appeared before me, a Notary Public for the State of Florida, JUAN ALAYO, party to the foregoing Certificate of Incorporation, known to me personally to be such, and HE acknowledged the said Certificate of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.  
Given under my hand and seal of office the day and year aforesaid.

*Cristina Arechabala*  
Notary Public, State of Florida  
at Large

My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

FIRST--THAT JUAN ALAYO

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS  
NAMED JUAN ALAYO, LOCATED AT 2307 DOUGLAS ROAD, SUITE 500 CITY OF MIAMI, STATE  
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: *Juan Alayo*  
(CORPORATE OFFICER)  
Title: Subscriber  
Date: 11/14/97

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.

Signature: *Juan Alayo*  
Date: 11/14/97

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