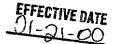
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To:

Division of Corporations

Pax Number : (850)922-4001

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 : (305) 672-0686 Phone Fax Number ; (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Kerr & Scales, Inc.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: Kerr & Scales, Inc.

EFFECTIVE DATE

Article II. Address

The Corporation's mailing address is: Kerr & Scales, Inc. P.O. Box 5382 Key West FL 33045

Article III. Registered Agent

The name and address of the Corporation's registered agent is: Edwin A. Scales, III 201 Front Street, Suite 310 Key West FL 33040

SECRETARY OF STATE DIVISION OF CORPORATIONS 00 JAN 24 PM 1: 45

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Gregory T. Kerr Edwin A. Scales, III

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.

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 21, 2000.

The undersigned incorporator executed these Articles of Incorporation on January 24, 2000.

CORPORATE CREATIONS INTERNATIONAL INC.

Todd A. Hardy Vice President

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Kerr & Scales, Inc.

REGISTERED AGENT/OFFICE:

Edwin A. Scales, III 201 Front Street, Suite 310 Key West FL 33040 SECRETARY OF STATE DIVISION OF CORPORATIONS

OO JAN 24 PM 1: 45

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.

EDWIN A. SCALES, III

by T.A. Hardy as attorney-in-fact

Date: January 24, 2000

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