

LAW OFFICES
MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
2200 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

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PO00000008199

Florida Secretary of State
Division of Corporations
709 E. Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Luxel International Corporation.

Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation for Luxel International Corporation, and a check in the amount of \$ 78.75 for the filing fee. Please return the copy file-stamped in the enclosed self-addressed stamped envelope.

If you have any questions, please call me.

Sincerely

Robert B. Macaulay
Robert B. Macaulay

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FILED
00 JAN 18 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JAN 25 2000

ARTICLES OF INCORPORATION
OF
LUXEL INTERNATIONAL CORPORATION.

FILED
00 JAN 18 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Luxel International Corporation. Its business mailing address is One SE Third Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

ARTICLE VI - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Armenio F. Diogo	One Southeast Third Avenue, Ste. 2200 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

Name

Address

Robert B. Macaulay

2200 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

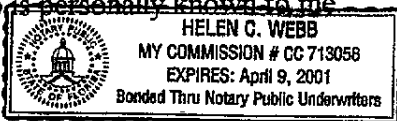
Robert B. Macaulay
Robert B. Macaulay, Incorporator

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Luxel International Corporation, were acknowledged before me this 17th day of January, 2000, by Robert B. Macaulay, as Incorporator, who is personally known to me



Helen G. Webb
Notary Public, State of Florida

My Commission Expires: 4-9-2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Luxel International Corporation at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: January 17, 2000

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Robert B. Macaulay
Robert B. Macaulay

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TALLAHASSEE, FLORIDA