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00 FEB 16 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bridgepoint Holdings, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☒ Walk in

☐ Pick up time _____

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS

☒ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
BRIDGEPOINT HOLDINGS, INC.**

ARTICLE I - NAME

The name of this Corporation is BRIDGEPOINT HOLDINGS, INC. and its address is c/o RJS 201 South Biscayne Blvd., Suite 1500 Miami, Florida 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Manuel I. Cardenal	620 Harbor Circle Key Biscayne, Florida 33149
Mercedes L. de Cardenal	620 Harbor Circle Key Biscayne, Florida 33149

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Raul J. Salas and his address is 201 S. Biscayne Boulevard, Suite 1600 , Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of February, 2000.


Rau J. Salas, Incorporator

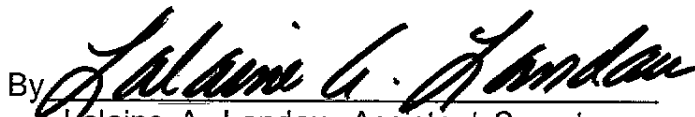
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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 14th DAY OF FEBRUARY, 2000.

CORPORATION COMPANY OF MIAMI

By 
Lalaine A. Landau, Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)