

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

The Sphinx Group, Inc.

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**ARTICLES OF INCORPORATION
OF
THE SPHINX GROUP, 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 THE SPHINX GROUP, 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
MAILING ADDRESS**

The initial mailing address of the corporation is 18735 N.E. 18th Avenue, North Miami Beach, Florida 33179.

**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 Hundred (100) shares of common stock each having one cent (\$1.00) par value.

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- (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 **180 N.W. 139th Street, Miami, Florida 33168** and the name of the initial registered agent of this corporation at that address is Anthony A. Rolle, Esq.

Article VII
DIRECTORS

(a) Number. This corporation shall have one (1) director 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 of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Richard E. Miller	18735 N.E. 18 th Avenue North Miami Beach, FL 33179

(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

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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.

Article X
INCORPORATOR

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

Richard E. Miller

18735 N.E. 18th Avenue
North Miami Beach, FL 33179

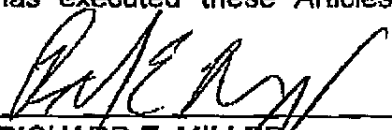
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Article XI
AMENDMENT

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
2/9/ 2000.



RICHARD E. MILLER

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