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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SILICON ALLEY USA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
SILICON ALLEY USA, INC.**

ARTICLE I - NAME

The name of the corporation is:

SILICON ALLEY USA, INC.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

JACK MARTIN COE
1110 BRICKELL AVENUE, PH-1
MIAMI, FLORIDA 33131

This document prepared by:

Robert A. Brandt, Esq.
1110 Brickell Avenue, PH-1
Miami, FL 33131
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Fla. Bar No. 311391

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

JACK MARTIN COE
1110 BRICKELL AVENUE, PH-1
MIAMI, FLORIDA 33131

ARTICLE VIII - INCORPORATOR

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

JACK MARTIN COE
1110 BRICKELL AVENUE, PH-1
MIAMI, FLORIDA 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

12515 N. KENDALL DRIVE, SUITE 200
MIAMI, FLORIDA 33186-1840

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on March 1, 2000.

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JACK MARTIN COE

