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Division of Corporations
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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

A&R America, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
A&R America, Inc.

Article II. Address

The Corporation's mailing address is:
A&R America, Inc.
THREE Tequesta Point Condominium
848 Brickell Key Drive
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Richard C. Smith, Esq.
201 South Biscayne Boulevard, Suite 3200
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Richard C. Smith

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.

Richard C. Smith 1 FL Bar Member 139194
201 South Biscayne Boulevard, Suite 3200
Miami FL 33131
305-373-5200

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Richard C. Smith
201 South Biscayne Boulevard, Suite 3200
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 9, 2000.

The undersigned incorporator executed these Articles of Incorporation on March 13, 2000.



RICHARD C. SMITH
by R.A. Reyes as attorney-in-fact

Richard C. Smith | FL Bar Member 139194
201 South Biscayne Boulevard, Suite 3200
Miami FL 33131
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

A&R America, Inc.

REGISTERED AGENT/OFFICE:

Richard C. Smith, Esq.
201 South Biscayne Boulevard, Suite 3200
Miami FL 33131

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.



RICHARD C. SMITH, ESQ.
by R.A. Reyes as attorney-in-fact

Date: March 13, 2000

Richard C. Smith | FL Bar Member 139194
201 South Biscayne Boulevard, Suite 3200
Miami FL 33131
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