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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**WINDMERE HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
WINDEMERE HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is WINDEMERE HOLDINGS, Inc., 44 West Flagler Street, Suite 800, Miami, Florida 33130.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The Corporation may engage in any activity or business permitted under Laws of the United States of America and/or the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue is 1,000. Such shares shall be Common Stock of a single class and shall have \$0.01 par value.

ARTICLE V
RIGHT OF TRANSFERABILITY

The Shareholders of this Corporation shall have preemptive rights to acquire un-issued or treasury shares of the Corporation, or securities of the Corporation, convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

Prepared By:

Roberto Villasante, Esq.
44 West Flagler Street, #1700
Miami, Florida 33130
(305) 373-6558

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ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Roberto Villasante, Esq., 44 West Flagler Street, Suite 1700, Miami, Florida 33130.

The Corporation retains the power of moving its office to any other address in Florida, any other country, or any other State of the United States, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII
DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as President and member of the Initial Board of Directors is Roberto Villasante, Esq., 44 West Flagler Street, Suite 1700, Miami, Florida 33130.

The members of the First Board of Directors shall hold offices for the first year of existence of this Corporation and/or until their successors are elected and qualified or appointed, or until their earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII
INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation is Roberto Villasante, Esq., 44 West Flagler Street, Suite 1700, Miami, Florida 33130.

ARTICLE IX
AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Shareholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

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ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
INFORMAL ACT OF DIRECTOR

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
MEETINGS

The Corporation may hold its meetings of Shareholders and/or Directors, either within or without the State of Florida.

ARTICLE XIII

SHAREHOLDER'S AGREEMENT When any written agreement is made between Shareholders of the Corporation that involves the interests of the Corporation, such agreement shall be binding upon the Corporation. Such agreement shall be binding upon the Corporation provided a copy of the same shall be filed with Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Shareholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Shareholder's agreement for their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Shareholders' agreements consenting to the revocation and cancellation of the agreements among the Shareholders.

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ARTICLE XIV.
INDEMNIFICATION

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

(b) Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors subject to approval by a majority of Shareholders, that indemnification is proper in the particular circumstances.

(c) Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this action.

(d) The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by he or she in connection therein, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

(e) The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(f) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of disinterested Directors, or duly authorized by a majority of Shareholders.

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ARTICLE XV.
TERMINATION OF STOCK

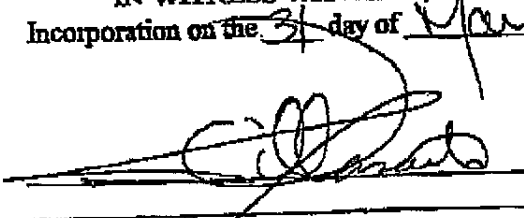
All Shares of Stock in the Corporation are assignable, and any Shareholder may sell, assign and transfer his or her Shares and Certificate of Stock at pleasure, provided, however, that he or she first offers his or her Stock for sale to the remaining Shareholders, it being the intention hereof to give them the preference in the purchase of said Shares, and any attempted sale in violation of this provision shall be null and void.

The Shareholder desiring to sell his or her Stock shall file Notice, in writing, of his or her intention to do so with the Secretary of the Corporation stating the terms of sale, and unless his or her terms are accepted by any and all of the Shareholders within ten (10) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she shall be at liberty to sell to any one else upon these terms.

In the event said Shareholder shall at any time in the future desire to sell his or her Stock upon less favorable terms to himself or herself than those contained in the foregoing Notice, he or she shall be required to file a new Notice, as aforesaid, stating the new terms which must be accepted within ten (10) days thereafter, however, if there is a failure to exercise said option to purchase, the Shareholder may sell at more favorable terms to himself.

It is further a condition of the transfer of any of the Stock of this Corporation, to any person other than the Corporation to be held as treasury Stock that all debts and obligations of said Shareholder to the Corporation should have been paid in advance of said transfer.

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the foregoing Articles of Incorporation on the 31 day of March, 2000.


_____, INCORPORATOR

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

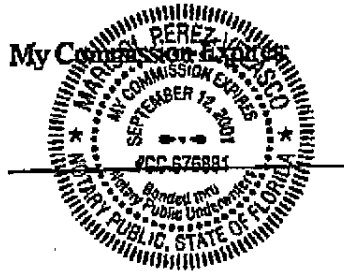
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Roberto Villasanta, Esq., who is known to me to be

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the President of the Corporation named as Incorporator who executed the foregoing ARTICLES OF INCORPORATION, and that he acknowledges executing the same freely and voluntarily under the authority duly vested in him by said Corporation and the seal affixed thereto is the true Corporate Seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of March, 2000.



Maria Perez Delasco
NOTARY PUBLIC - STATE OF FLORIDA

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

WINDEMERE HOLDINGS, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, Florida, County of Dade, State of Florida, has named Roberto Villante, Esq., as its agent to accept service of process within this State.

By: [Signature]

Roberto Villante, Esq.

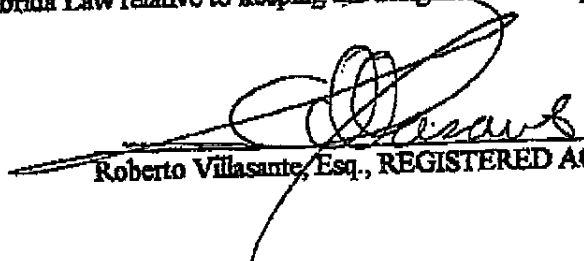
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ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.



Roberto Villasante, Esq., REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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