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

EFFECTIVE DATE
04-19-00

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.

Cohen | Fox P.A.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

04-19-00

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Cohen | Fox P.A.

The Corporation is being formed for the practice of law and all other activities permitted under applicable law.

Article II. Address

The Corporation's mailing address is:
Cohen | Fox P.A.
200 South Biscayne Blvd.
20th Floor
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
20th Floor
Miami FL 33131-2310

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Robert A. Cohen
Spencer Fox
Jan Carson Cheezem

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.

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jan Carson Cheezem

Keith Mack LLP

200 South Biscayne Boulevard, 20th Floor

Miami FL 33131-2310

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 19, 2000.

The undersigned incorporator executed these Articles of Incorporation on April 24, 2000.



JAN CARSON CHEEZEM

by T. Hardy as attorney-in-fact

Jan Carson Cheezem | FL Bar Member 335193

Keith Mack LLP

200 South Biscayne Boulevard, 20th Floor

Miami FL 33131-2310

305-358-7605

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Cohen | Fox P.A.

REGISTERED AGENT/OFFICE:

**Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
20th Floor
Miami FL 33131-2310**

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.



**ROSSZ FIU CORPORATION
by T. Hardy as attorney-in-fact**

Date: April 24, 2000

**Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605**

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