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May 16, 2000

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

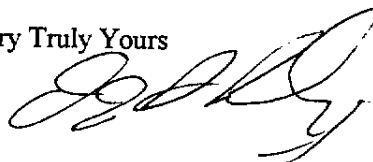
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****122.50 *****78.75

Re: Curacao, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, a copy to be certified and a check in the amount of \$122.50 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the certified copy back to the above address in the enclosed self addressed stamped envelope. If you are in need of further information feel free to contact me at the above address. Thank you for your assistance.

Very Truly Yours



Davage J. Runnels, III

Enclosures: (3)

FILED
00 MAY 19 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 26 2000

ARTICLES OF INCORPORATION
OF
CURACAO, INC.

FILED
00 MAY 19 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is CURACAO, INC. and its principal office and mailing address is 126 South Shore Drive, Villa 33, Destin, Florida 32541.

ARTICLE TWO

NATURE OF BUSINESS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class and shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 36468 Emerald Coast Parkway, Suite 2201, Destin, Florida 32541. The registered agent at that address is Davage J. Runnels, III.

ARTICLE SIX

BOARD OF DIRECTORS

This corporation shall have a board consisting of not less than one (1) nor more than five (5) directors.

The names and addresses of the initial director of the corporation are as follows:

Onno Horn
126 South Shore Drive, Villa 33
Destin, Florida 32541

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

AMENDMENT

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE NINE
PREEMPTIVE RIGHTS

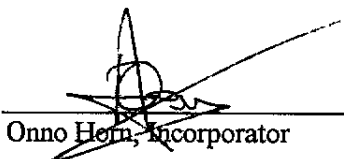
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TEN
INCORPORATOR

The name and address of the person signing these articles is :

Onno Horn
126 South Shore Drive, Villa 33
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on May 15
2000.



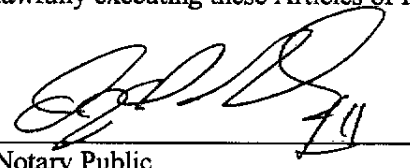
Onno Horn, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared Onno Horn, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

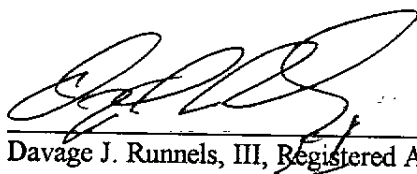


Notary Public
My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, Davage J. Runnels, III, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on May 15, 2000.

A handwritten signature in black ink, appearing to read 'Davage J. Runnels, III', is written over a horizontal line.

Davage J. Runnels, III, Registered Agent