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Division of Corporations

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Florida Department of State
Division of Corporations
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EFFECTIVE DATE

8-14-00

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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 PROFTT CORPORATION OR P.A.

Fifth Avenue Acquisition III Corp.

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

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Fifth Avenue Acquisition III Corp.

EFFECTIVE DATE

8-14-00

Article II. Address

The Corporation's mailing address is:
Fifth Avenue Acquisition III Corp.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Thomas J. Craft, Jr.
Ivo Heiden
Richard Rubin

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.

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401
561-651-7336
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Article V. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.

Article VI. Incorporator

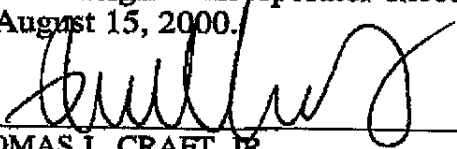
The name and address of the incorporator is:

Thomas J. Craft, Jr.
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 14, 2000.

The undersigned incorporator executed these Articles of Incorporation on August 15, 2000.



THOMAS J. CRAFT, JR.
by L.A. Uriarte as attorney-in-fact

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
Suite 3000
West Palm Beach FL 33401
561-651-7336
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

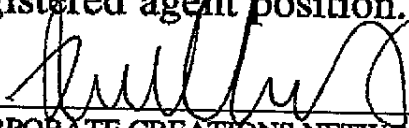
CORPORATION:

Fifth Avenue Acquisition III Corp.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach FL 33139

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.



CORPORATE CREATIONS NETWORK INC.
Luis A. Uriarte, President

Date: August 15, 2000

Thomas J. Craft, Jr. | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
301 Clematis Street
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