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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HILARY LANGEN *
ROLAND LANGEN *
CHRISTOPHER LANGEN +
MAX LANGEN *

* ADMITTED IN FLORIDA AND BRAZIL
+ ADMITTED IN FLORIDA AND NEW YORK
* ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

September 6, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32301

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*****70.00 *****70.00

Attn. Incorporation - Zephyr Corporation

Re: Filing

Dear Sirs:

Enclosed please find Articles of Incorporation for the above company.

Please return the enclosed copy stamped in to me. I enclose a stamped, self-addressed envelope.

Also enclosed is our check for \$70.00 for the filing fee.

Thank you for your kind assistance.

Yours sincerely,


Hilary Langen

H1/DAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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218/12/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 2000

HILARY LANGEN, ESQ.
112 S HIBISCUS ISLAND
MIAMI, FL 33139-5130

SUBJECT: ZEPHYR CORPORATION
Ref. Number: W00000022357

We have received your document for ZEPHYR CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 700A00048303

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
ZEPHYRUS CORPORATION,
a Florida corporation

ARTICLE I
NAME

The name of this corporation is ZEPHYRUS CORPORATION.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is:

Hilary Langen
112 South Hibiscus Drive, Miami, FL 33139-5130.

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is P.O. Box 398570, Miami Beach, Fla. 33239-8570.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws.

The initial directors of the corporation and their addresses are:

Hilary Langen, Esq.
P.O. Box 398570
Miami Beach, Fla. 33239-8570.

ARTICLE VII
INCORPORATORS

The names and addresses of the persons signing these Articles are:

Hilary Langen, Esq.
P.O. Box 398570
Miami Beach, Fla. 33239-8570.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

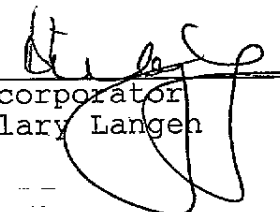
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date the Secretary of State files these Articles.

In witness whereof, the undersigned incorporators executed these Articles of Incorporation this 6th. day of September, 2000.



Incorporator
Hilary Langen

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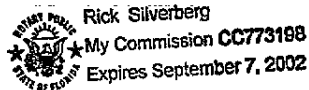
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me
this 6th day of September, 2000, by Hilary Langen, who is:

personally known to me; or

X has produced FLDL 4525 37 43 5900 as
identification.



Rick Silverberg
Notary Public, Florida

My Commission Expires on

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as
registered agent of ZEPHYRUS CORPORATION.

This acceptance is dated the 6th of September, 2000.

Hilary Langen