

P000000 89385

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000049935 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 21 AM 9:46

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Helios Acquisition Corp.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

F. CHESSEY SEP 21 2000

Electronic Filing Menu

Corporate Filing

Public Access Help

H00000049935 0

**ARTICLES OF INCORPORATION
OF
HELIOS ACQUISITION CORP.**

The undersigned, acting as incorporator of Helios Acquisition Corp. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Helios Acquisition Corp.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

FILED
00 SEP 21 AM 9:49
TALLAHASSEE
SECRETARY OF STATE

H00000049935 0

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are J. Thomas Cookson, 701 Brickell Avenue, Suite 3000, Miami, Florida 38131.

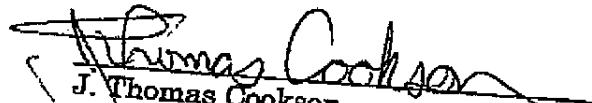
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of September, 2000.


J. Thomas Cookson
Incorporator

H00000049935 0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:


That Helios Acquisition Corp., desiring to organize under the laws of
the State of Florida with its initial registered office as indicated in the Articles of
Incorporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named
Intrastate Registered Agent Corporation as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation
named above, at the place designated in this certificate, the undersigned agrees to
act in that capacity, to comply with the provisions of the Florida Business
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 20th day of September, 2000.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Name: Steven H. Hagen
Title: Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 21 AM 9:46

FILED

MIA1 #971172 v1

H00000049935 0