

Division of Corporations

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Florida Department of State
 Division of Corporations
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To:

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 Fax Number : (850) 922-4001

From:

Account Name : BERMAN WOLFE & RENNERT, P.A.
 Account Number : 076103002011
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FLORIDA PROFIT CORPORATION OR P.A.

Cornwall Acquisition Corp.

Certificate of Status	0
Certified Copy	0
Page Count	01
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**ARTICLES OF INCORPORATION
OF
CORNWALL ACQUISITION CORP.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation is **CORNWALL ACQUISITION CORP.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Mailing Address

The initial mailing address of the corporation is:

9600 NW 38th Street, Suite 300
Miami, Florida 33178

Article V - Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Hundred(500) shares of common stock each having one dollar (\$1.00) par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Berman Wolfe Rennert Vogel & Mandler, P.A., Suite 3500, Bank of America Tower, 100 Southeast Second Street, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Claire P. Menard.

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Article VII - Directors

(a) **Number.** This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
David Shopay	9600 NW 38th Street, Suite 300 Miami, Florida 33178

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII - Indemnification

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

Article X - Incorporator

The name and street address of the incorporator of this corporation is:

Claire P. Menard
Suite 3500
Bank of America Tower
100 Southeast Second Street
Miami, Florida 33131-2130

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Article XI - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on July 27, 2000.



Claire P. Menard

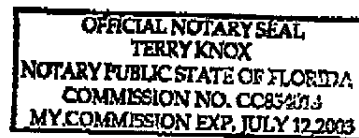
STATE OF FLORIDA }
 | ss.:
COUNTY OF DADE |

The foregoing instrument was acknowledged before me on July 27, 2000 by Claire P. Menard, who is personally known to me.



Notary Public,
State of Florida at Large

My Commission Expires:




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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Cornwall Acquisition Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Claire P. Menard, located at Suite 3500, Bank of America Tower, 100 Southeast Second Street, Miami, FL 33131-2130, as its agent to accept service of process within Florida.



Claire P. Menard, Incorporator

Dated: July 27, 2000

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Claire P. Menard, Registered Agent

Dated: July 27, 2000

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