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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

BELLAGIO CAPITAL CORP.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight JAN 04 2001

ARTICLES OF INCORPORATION
OF
BELLAGIO CAPITAL CORP.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Bellagio Capital Corp.

ARTICLE II

The existence of the corporation shall begin on the date the articles are filed.

ARTICLE III

This corporation shall exist perpetually.

ARTICLE IV

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE V

The street address of the principal office of the corporation is: 21175 Falls Ridge Way, Boca Raton, Florida 33428

ARTICLE VI

The maximum number of shares this corporation is authorized to issue is one hundred (100), no par value per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VII

The name and street address of the initial officer and director, who shall hold office the first year of the corporation's existence or until their successor(s) are elected is:

Sherry Ginsburg: 21175 Falls Ridge Way, Boca Raton, Florida 33428

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ARTICLE VIII

The initial street address of the corporation's registered office is 21175 Falls Ridge Way, Boca Raton, Florida 33428. The initial registered agent for the corporation at that address is Sherry Ginsburg.

ARTICLE IX

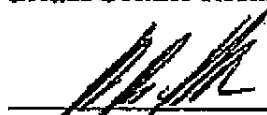
The name and street address of the incorporator of these articles of incorporation is Marc M. Cohen whose address is 212 Southeast Eighth Street, Suite 103, Fort Lauderdale, Florida 33316.

The undersigned has executed these articles of incorporation on January 2, 2001.



Marc M. Cohen, Esquire
Law Office of Marc M. Cohen, P.A.
212 Southeast Eighth Street
Suite 103
Fort Lauderdale, Florida 33316

WITNESSES:


Brenda Beckles-Robinson
Michael B. Holden

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation:
Bellagio Capital Corp.
- 2. The name and address of the registered agent and office is:
Sherry Ginsburg
21175 Falls Ridge Way, Boca Raton, Florida 33428

Signature: Sherry Ginsburg
 Title: President
 Date: 1/2/01

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: Sherry Ginsburg
 Date: 1/2/01

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