

Division of Corporations

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NJH

P01000064729**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 28 AM 10:45

FLORIDA PROFIT CORPORATION OR P.A.**XYNERGIA, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
XYNERGIA, INC.

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DIVISION OF CORPORATIONS

ARTICLE I

NAME: The name of the corporation shall be:

XYNERGIA, INC.

ARTICLE II

PRINCIPAL OFFICE: The address of the principal office and the mailing address of the corporation is:
10505 NW 29 Terrace, Miami, Florida 33172.

ARTICLE III

DURATION: The existence of the corporation shall be perpetual, and shall commence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSE: The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida, as these laws now exist and as they may exist in the future.

ARTICLE V

CAPITAL STRUCTURE: This corporation is authorized to issue 10,000 (ten thousand) shares of One Dollar (\$1.00) per value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation shall be:

1500 San Remo Avenue, Suite 220
Coral Gables, FL 33146

and the initial registered agent of this corporation at that address shall be:

Alan H. Lubitz.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall initially have three Directors. The number of Directors may be increased or decreased from time to time in the manner provided for in the By-Laws; but at no time shall there be any less than one Director of this corporation. The names and addresses of the initial members of the Board of Directors are:

Roman Martinez
10505 NW 29 Terrace
Miami, Florida 33172

Alan H. Lubitz
1500 San Remo Ave., Suite 220
Coral Gables, Florida 33146

Wilson C. Correa
10505 NW 29 Terrace
Miami, Florida 33172

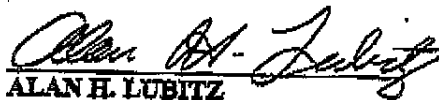
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ARTICLE VIII

INCORPORATOR: The name and address of the person executing these Articles of Incorporation is:

Alan H. Lubitz
1500 San Remo Avenue, Suite 220
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, in Coral Gables, Florida, this 27th day of June, 2001.


ALAN H. LUBITZ

01 JUN 28 AM 10:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

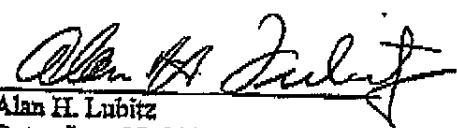
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of F. S. 607.0501, 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 is: **XYNERGIA, INC.**
2. The name of the registered agent is: **ALAN H. LUBITZ.**
3. The address of the registered agent/registered office is:
1500 San Remo Avenue, Suite No. 220, Coral Gables, Florida 33146.

ACCEPTANCE

Having being named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Signature: 

Alan H. Lubitz

Date: June 27, 2001