

**CORPORATE
ACCESS,
INC.**

PO1000047302

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.)

Cela, Inc.

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2.)

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3.)

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5.)

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CELA, INC.

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FIRST: The corporate name that satisfies the requirements of section 607.0401 is: CELA, INC.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

1800 Sunset Harbour Drive, #1403
Miami Beach, FL 33139

THIRD: The number of shares the corporation is authorized to issue is: Seven Thousand Five Hundred (7,500) Common Shares of a par value of One Dollar (\$1.00) per share.

FOURTH: The street address of the initial registered office of the corporation is: 1800 Sunset Harbour Drive, #1403, Miami Beach, FL 33139, and the name of its initial registered agent at such address is: Susan Tiffany.

FIFTH: The number of directors constituting the initial board of directors is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor are elected and shall qualify are as follows:

Joseph Piroso	1800 Sunset Harbour Drive, #1403
	Miami Beach, FL 33139

SIXTH: The name and address of each incorporator is:

Joseph Piroso	1800 Sunset Harbour Drive, #1403
	Miami Beach, FL 33139.

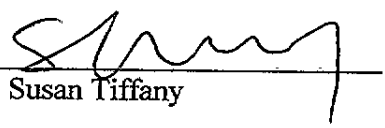
The undersigned has executed these Articles of Incorporation this 5th day of July, 2001.


Joseph Piroso

Acceptance by the registered agent as required in Section 607.0501 (3) F.S.: Susan Tiffany is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: July 5, 2001

By


Susan Tiffany

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