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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TARPUN BAY USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

F. GIESSEN

JUL 31 2001

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## ARTICLES OF INCORPORATION

OF

TARPUN BAY USA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

## ARTICLE I

The name of this corporation is TARPUN BAY USA, INC. and the initial address of this corporation shall be 850 North Miami Avenue, #2110, Miami, County of Miami-Dade, Florida 33136.

## ARTICLE II

This corporation may engage or transact in 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 III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

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#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 850 North Miami Avenue, #2110, Miami, Florida 33136 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Philip Ingraham.

#### ARTICLE VI

This corporation shall have 1 (one) Directors initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Philip Ingraham  
850 North Miami Avenue, #2110  
Miami, Florida 33136

#### ARTICLE VII

The corporation shall have 1 (one) officers initially. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Philip Ingraham  
850 North Miami Avenue, #2110  
Miami, Florida 33136

#### ARTICLE VIII

The name and address of the incorporator is Philip Ingraham, 850 North Miami Avenue, #2110, Miami, Florida 33136

### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

### ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

  
Philip Ingraham, Incorporator

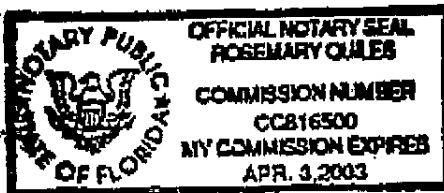
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared PHILIP INGRAHAM, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 30th  
Day of July, 2001

Rosemary Quiles  
Notary Public,  
State of Florida at Large

My commission expires:



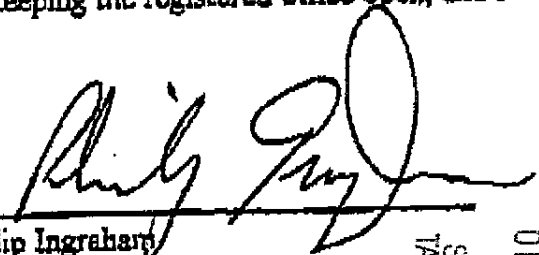
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that TARPUN BAY USA, INC. desiring to organize under the laws of the State of Florida, has named Philip Ingraham, 850 North Miami Avenue, #2110, Miami, Florida 33136 County of Miami-Dade, State of Florida its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.

  
Philip Ingraham  
Registered Agent

Dated: This 30 Day of July, 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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