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Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 358-7832

FLORIDA PROFIT CORPORATION OR P.A.

EMERALD INC.

Certificate of Status	0
Certified Copy	1
Page Count	01 (4)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
EMERALD INC.**

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EMERALD INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

712 N.W. 5TH AVENUE
MIAMI, FLORIDA 33136

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES - PAR VALUE \$1.00 PER SHARE

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TALLAHASSEE, FLORIDA

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

Walter Brown
712 N.W. 5TH Avenue
Miami, Florida 33136

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Walter Brown
712 N.W. 5th Avenue
Miami, Florida 33136

The undersigned have executed these Articles of Incorporation this 2nd day of October 2001.

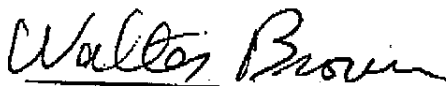


Walter Brown
Director/President/Treasurer/Secretary

ARTICLE VI OFFICERS AND DIRECTORS

The officers and directors of the corporation are:

Walter Brown
712 N.W. 5th Avenue
Miami, Florida 33136



Walter Brown
Director/President/Treasurer/Secretary

H01-104276

H01-104276

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 is:

EMERALD INC.

2. The name and address of the registered agent and office is:

Walter Brown
712 N. W. 5th Avenue
Miami, Florida 33136

Signature Walter Brown

Date October 2, 2001

HAVING BEEN NAMES AS REGISTERED AGENT AN TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING YTO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENNT.

Signature Walter Brown

Date: October 2, 2001

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