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FLORIDA PROFIT CORPORATION OR P.A.

altamar, inc.

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T. SMITH DEC 21 2001

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ARTICLES OF INCORPORATION
OF
ALTAMAR, INC.

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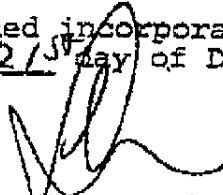
The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is: ALTAMAR, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 1111 Crandon Blvd., Key Biscayne, Fla. 33149
- THIRD: The corporation is authorized to issues 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH: The name and address of the incorporator of the Corporation is: THOMAS G. SHERMAN, ESQ., 218 ALMERIA AVENUE, CORAL GABLES, FLA. 33134.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: CLAUDIO GIORDANO, 1111 Crandon Boulevard, Apt. B1106, Key Biscayne, Fla. 33149
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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TENTH: The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of December, 2001.



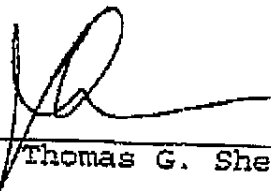
THOMAS G. SHERMAN, INCORPORATOR

This instrument prepared by:
Thomas G. Sherman, Esq.
218 Almeria Avenue
Coral Gables, Florida 33134

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Print Name: Thomas G. Sherman, Esq.

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