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FLORIDA PROFTT CORPORATION OR P.A.

SEDF, INC.

Certificate of Status	0
Certified Copy	0
Page Count	045
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**ARTICLES OF INCORPORATION
OF
SEDIF, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **SEDIF, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 100 N. Biscayne Boulevard, Suite 2904, Miami, Florida 33132.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$0.001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Glenn M. Cooper, 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

Robert Burnett, Esq.
Becker & Poliakoff, P.A.
3111 Stirling Road
Fort Lauderdale, Florida 33312
Florida Bar No. 0117978

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ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is Thibaud M. J. De Saint Vincent, 100 N. Biscayne Boulevard, Suite 2904, Miami, Florida 33132.

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Glenn M. Cooper, 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 26, 2002.


Glenn M. Cooper, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SEDIF, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 100 N. Biscayne Boulevard, Suite 2904, Miami, Florida 33132 has named Glenn M. Cooper, Esq. whose address is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Glenn M. Cooper

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