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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

sapphire bay properties, inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(4)

**ARTICLES OF INCORPORATION
OF
SAPPHIRE BAY PROPERTIES, INC.,
a Florida corporation**

ARTICLE I

Name

The name of the corporation is **SAPPHIRE BAY PROPERTIES, INC.**, a Florida corporation

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 1 day of August, 2002.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 Dollars (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 2450 SW 137TH Avenue, Suite 234, Miami, Florida, 33175, and the name of the initial registered agent of this corporation at that address is: Peter M. Lopez, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Peter M. Lopez, Esq., 2450 SW 137TH Avenue, Suite 234, Miami, Florida, 33175.

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ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Peter M. Lopez, Esquire, c/o Peter M. Lopez, P.A., 2450 SW 137TH Avenue, Suite 234, Miami, Florida, 33175.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1 day of August, 2002.


PETER M. LOPEZ, Subscriber

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

The foregoing instrument was acknowledged before me this ____ day of August, 2002 by PETER M. LOPEZ, who is personally known to me.

Notary Public, State of Florida
Print Name: _____
Commission No. _____

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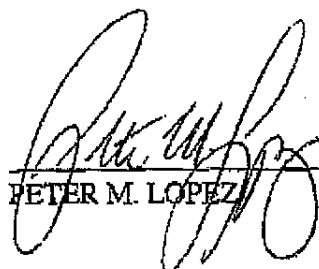
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

SAPPHIRE BAY PROPERTIES, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First—that **SAPPHIRE BAY PROPERTIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: 2450 SW 137TH Avenue, Suite 234, Miami, Florida 33175, has named Peter M. Lopez, Esquire, c/o Peter M. Lopez, P.A. located at 2450 SW 137TH Avenue, Suite 234, Miami, Florida 33175, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


PETER M. LOPEZ

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