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From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
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DEAR FILING OFFICER: PLEASE FILE THE ATTACHED DOCUMENT WITH AN EFFECTIVE FILING DATE OF TODAY, SEPT. 6, 2002. THANKS, NERY C. TOLEDO, LEGAL ASSISTANT

**FLORIDA PROFIT CORPORATION OR P.A.**  
**NEW CUTLER BAY CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
NEW CUTLER BAY CORP.**

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

**ARTICLE I  
NAME**

The name of the corporation is NEW CUTLER BAY CORP. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

350 Park Avenue  
New York, New York 10022

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Carol S. Faber, Esq., at One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

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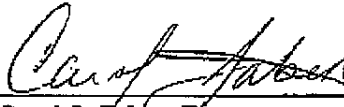
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**ARTICLE VI  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of September, 2002.

  
\_\_\_\_\_  
Carol S. Faber, Esq.  
Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NEW CUTLER BAY CORP., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 6th day of September, 2002.

American Information Services, Inc.

By:   
\_\_\_\_\_  
Nery C. Toledo, Assistant Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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