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LAW OFFICES
MICHAEL H. MALE
PROFESSIONAL ASSOCIATION
SUITE 303
3250 MARY STREET
MIAMI, FLORIDA 33133

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PLEASE REFER
TO FILE NO.

September 3, 2002

Secretary of State
Division of Corporation
P.O. BOX 6327
Tallahassee, FL 32314

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-09/09/02--01064--012
*****87.50 *****87.50

RE: SKILLUS CORPORATION

Gentlemen:

I am enclosing the original and a copy of the "Articles of Incorporation of Skillus Corporation" along with check #7448 in the amount of \$87.50. I have also enclosed a self addressed stamped envelope for the certified copy to be returned to me.

If you have any questions or concerns please feel free to call me.

Sincerely yours,



Michael H. Male

MHM/jt

Enclosures

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02 SEP -9 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SKILLUS CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be **SkillUs Corporation.**
2. The address of the corporation's principal office and mailing address is: **2142**

N.W. 20th Street, Suite 4, Miami, FL 33142.

3. The aggregate number of authorized shares of capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.


4. The street address of the corporation's initial registered office is 3250 Mary Street, Suite 303, Miami, Florida 33133, and the name of its initial registered agent at that office is Michael H. Male.

5. The name and address of the incorporator of the corporation is Michael H. Male, 3250 Mary Street, Suite 303, Miami, Florida 33133.

6. The name and address of the initial director is: **Joao Esquilino, 2142 N.W. 20th Street, Suite 4, Miami, FL 33142.**

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this

29 day of August, 2002.

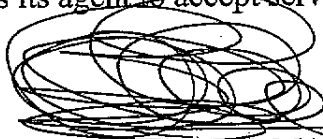


MICHAEL H. MALE

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That **SkillUs Corporation**, desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, Miami-Dade County, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its agent to accept service of process within Florida.



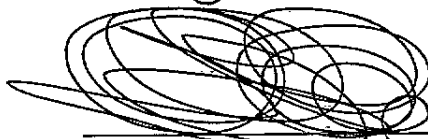
MICHAEL H. MALE
Incorporator

8/29/02
DATE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 29 day of August, 2002.



MICHAEL H. MALE
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA