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3 MAR 24 PM 2: 47 ECRETARY OF STATE LANASSEF, FLORIDA

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BERG, ETTELMAN & BERG, P. A.

ATTORNEYS AT LAW

VENETIA • PEÑTHOUSE A

555 N. E. 15TH STREET

MIAMI, FLORIDA 33132

DAVID THEODORE BERG CHERYL BERG ETTELMAN CHARLES LAWRENCE BERG DAVID THEODORE BERG, JR.

TELEPHONE (305) 379-1414 FAX (305) 379-4737

March 20, 2003

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: SG INNOVATION, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original for record and return a certified copy to me. My check in the sum of \$122.50 is enclosed.

Thank you for your prompt attention.

Very truly yours.

CHARLES L. BERG

CLB:ja Enclosures

FILED

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ARTICLES OF INCORPORATION

SECRETARY OF STATE FALLAHASSEE, FLORIDA

OF

SG INNOVATION INC.

The Articles of Incorporation of SG Innovation Inc. are as follows:

ARTICLE I

The name of the corporation is SG Innovation Inc. (the "Corporation").

ARTICLE II

The street and mailing address of the initial principal office of the Corporation is 419 Alhambra Circle, Miami-Dade County, Coral Gables, Florida 33134.

ARTICLE III

The purpose of the Corporation is to engage in any form or type of business for any lawful purposes not specifically prohibited to corporations for profit under the laws of the State of Florida and to have all the rights, powers, privileges and immunities which are now or hereafter may be allowed to corporations under the laws of the State of Florida.

ARTICLE IV

The number of shares the Corporation is authorized to issue is 10,000,000 shares of no par value capital stock, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

ARTICLE V

The street address of the initial registered office of the Corporation is 555 NE 15th Street, Venetia, Penthouse A, Miami, Florida 33132 and the initial registered agent of the Corporation at such address is Charles L. Berg, Esquire.

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in such capacity.

SIGNATURE:

EGISTERED AGENT

DATE:

3/20/03

ARTICLE VI

The name and address of the sole incoporator is Charles L. Berg, Esquire, 555 NE 15th Street, Venetia, Penthouse A, Miami-Dade County, Miami, Florida 33132.

CHARLES L. BERG, ESQUIRE AS INCORPORATOR

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20 day of 2003, by CHARLES L. BERG, who is personally known to me or who has produced ______ as identification and who did (did not)

take an oath.

NOTARY PUBLIC, STATE OF FLORIDA

Name:

Commission Expires:

OFFICIAL NOTARY SEAL JACQUELINE H ABRIL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC952733 MY COMMISSION EXP. JULY 14, 2004