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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Waterford Group, Inc.

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4/4/03

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Waterford Group, Inc.

Article II. Address

The Corporation's mailing address is:
Waterford Group, Inc.
1110 Brickell Avenue
Suite 430
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Robert Flavell, Esq.
New World Tower
100 N. Biscayne Boulevard, Suite 2800
Miami FL 33132

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Manuel A. Huerta Jr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Robert Flavell, Esq. | FL Bar Member 909203
Law Offices of Robert Flavell
New World Tower
100 N. Biscayne Boulevard, Suite 2800
Miami FL 33132
305-377-2500

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Robert Flavell, Esq.
Law Offices of Robert Flavell
New World Tower
100 N. Biscayne Boulevard, Suite 2800
Miami FL 33132

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 4, 2003.

The undersigned incorporator executed these Articles of Incorporation on April 4, 2003.



ROBERT FLAVELL, ESQ.
by F.E. Cammarata as attorney-in-fact

Robert Flavell, Esq. 1 FL Bar Member 909203
Law Offices of Robert Flavell
New World Tower
100 N. Biscayne Boulevard, Suite 2800
Miami FL 33132
305-377-2500

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

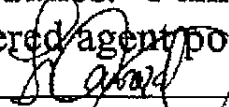
CORPORATION:

Waterford Group, Inc.

REGISTERED AGENT/OFFICE:

Robert Flavell, Esq.
New World Tower
100 N. Biscayne Boulevard, Suite 2800
Miami FL 33132

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROBERT FLAVELL, ESQ.
by F.E. Cammarata as attorney-in-fact

Date: April 4, 2003

Robert Flavell, Esq. | FL Bar Member 909203
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