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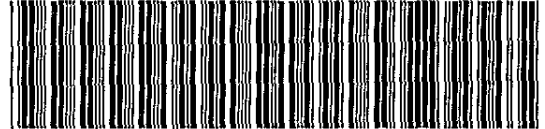
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ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1934)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
RUSSELL A. WHITE
MARK F. BOOTH
CHARLES M. KRAMER
PERRY W. HODGES, JR., P.A.

*ALSO ADMITTED TO GEORGIA BAR

VICTORIA PARK CENTRE, SUITE 300
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431
TELECOPIER (954) 763-2692
WEBSITE www.rmzlaw.com

September 5, 2003

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Genesis Three, Inc.

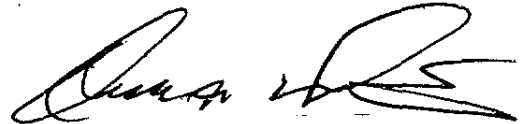
Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for Genesis Three, Inc. Further enclosed is our check payable to the Secretary of State in the amount of \$78.75 to cover the filing fee, registered agent designation and the return of a certified copy to my office.

We appreciate your courtesies in this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER



Russell A. White

RAW/nm
Encs.

ARTICLES OF INCORPORATION
OF
GENESIS THREE, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 SEP - 8 PM 3: 04

Article I - Name

The name of this corporation is: GENESIS THREE, INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose and Powers

This corporation is organized for the purpose of transacting any and all lawful business. It shall have the full powers afforded a corporation pursuant to the general Florida Corporation law.

Article IV - Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **4100 Galt Ocean Drive, #1501, Ft. Lauderdale, Florida 33308**; and the name of the initial registered agent of this corporation at that address is: **William Tolia**.

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of initial Directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

Joseph Robey - President
1833 S. Ocean Drive, #1701
Hallandale Beach, FL 33009

William Tolia - Vice President/Secretary/Treasurer
4100 Galt Ocean Drive, #1501
Ft. Lauderdale, FL 33308

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

William Tolia
4100 Galt Ocean Drive, #1501
Ft. Lauderdale, FL 33308

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

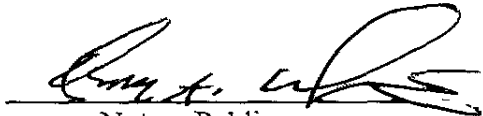
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of SEPTEMBER, 2003.



WILLIAM TOLIA, Subscriber

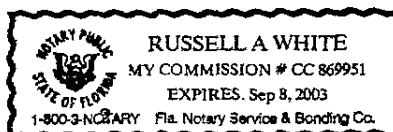
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of SEPT., 2003, by WILLIAM TOLIA, who ☒ is personally known to me or who ☐ has produced _____ as identification.



Notary Public

My Commission Expires:



**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 WILLIAM TOLIA and JOSEPH ROBEY, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 4100 Galt Ocean Drive, #1501, Ft. Lauderdale, Florida 33308, HAS
NAMED William Tolia, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

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.



WILLIAM TOLIA

DATED this 5 day of SEPTEMBER, 2003.

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