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Division of Corporations

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Page 1 of 1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Phone : (305) 860-7098
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FLORIDA PROFIT CORPORATION OR P.A.

RISE INTEGRATED COMMUNICATIONS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RISE INTEGRATED COMMUNICATIONS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I - NAME

The name of this corporation is Rise Integrated Communications, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The principal business address and mailing address of the Corporation is: 5900 SW 111 Street, Miami, Florida 33156.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$1.00 per share.

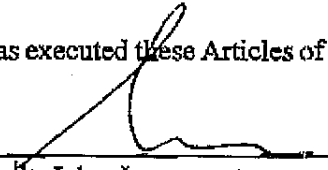
**ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 700 South Federal Highway, Suite 200, Boca Raton, Florida 33432, and the initial registered agent of this Corporation at such office shall be Gregory St. John.

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Gregory St. John, Adorno & Yoss, P.A., 700 South Federal Highway, Suite 200, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 22, 2003.



Gregory St. John, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is: Rise Integrated Communications, Inc.
2. The name and address of the Registered Agent and the Registered Office is:

Gregory St. John
700 South Federal Highway
Suite 200
Boca Raton, Florida 33432

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Rise Integrated Communications, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: September 22, 2003.



Gregory St. John

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