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

From: Angelica M. Chiru  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Design Place Holdings Corp.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT No. H03000311962

**ARTICLES OF INCORPORATION OF  
DESIGN PLACE HOLDINGS CORP.**  
in compliance with Chapter 607, F.S.

**ARTICLE I - NAME OF CORPORATION:**

The name of the corporation shall be: Design Place Holdings Corp.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:**

The principal place of business and mailing address of the corporation is: c/o Paulo Miranda, One S.E. 3<sup>rd</sup> Avenue, 28<sup>th</sup> Floor, Miami, FL 33131.

**ARTICLE III - CAPITAL STOCK:**

The number of shares of common stock that the Corporation is authorized to issue is One Thousand (1,000) at a \$0.01 par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV - REGISTERED AGENT:**

The name and street address of the registered agent are: American Information Services, Inc., One S.E. 3<sup>rd</sup> Avenue, 28<sup>th</sup> Floor, Miami, FL 33131.

**ARTICLE V - INCORPORATOR:**


The name and street address of the incorporator are: Paulo Miranda, One S.E. 3<sup>rd</sup> Avenue, 28<sup>th</sup> Floor, Miami, FL 33131.

**ARTICLE VI - INDEMNIFICATION:**

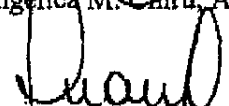
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

\*\*\*\*\*

American Information Services, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

By:   
Angelica M. Chiru, Assistant Secretary

Date: November 5, 2003

  
Paulo Miranda, Incorporator

Date: November 5, 2003