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FLORIDA PROFIT CORPORATION OR P.A.

SHOMA XLIII, INC.

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FAX AUDIT No. H04000020197

**ARTICLES OF INCORPORATION
OF
SHOMA XLIII, INC.**
in compliance with Chapter 607, Florida Statutes

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: SHOMA XLIII, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is: 5835 Blue Lagoon Drive, 4th Floor, Miami, Florida 33126.

ARTICLE III - CAPITAL STOCK:

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share.

ARTICLE IV - INITIAL DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

The names and addresses of the initial Directors of the Corporation are Masoud Shojaee and Maria Lamas Shojaee, 5835 Blue Lagoon Drive, 4th Floor, Miami, Florida 33126.

ARTICLE V - REGISTERED AGENT:

The name and street address of the registered agent are: Masoud Shojaee, 5835 Blue Lagoon Drive, 4th Floor, Miami, Florida 33126.

ARTICLE VI - INCORPORATOR:

The name and street address of the incorporator is: Masoud Shojaee, 5835 Blue Lagoon Drive, 4th Floor, Miami, Florida 33126.

ARTICLE VII - INDEMNIFICATION:

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

Signed and dated this 28th day of January, 2004.

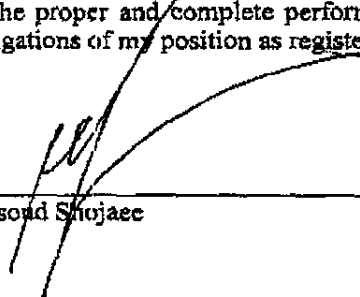


Masoud Shojaee, Incorporator

(M2060532;)

FAX AUDIT No. H04000020197

Having been named as registered agent and to accept service of process for SHOMA XLIII, INC. at the place designated in this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Masoud Shojae

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