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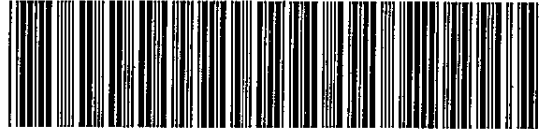
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JOEL M. GAULKIN ESQ., P.A.

ATTORNEY AT LAW

Gables One Tower
1320 S. Dixie Highway
PH Suite 1275
Coral Gables, Florida 33146
Telephone (305) 661-6664
FAX (305) 665-9073

February 4, 2004

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

By Fed Express
Airbill 840708104129

Re: Articles of Incorporation of Cycopia, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of Cycopia, Inc. and a \$70.00 check. Please return a time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever please do not hesitate to contact me at your earliest convenience.

Sincerely,



J.M. Gaulkin

JMG/mr
Enclosure

ARTICLES OF INCORPORATION
OF
CYCOPIA, INC.

FILED
04 FEB -5 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CYCOPIA, INC.

The address of the principal office of this corporation shall be Gables One Tower 1320 South Dixie Highway, PH Suite 1275, Coral Gables, Florida 33146 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Joel M. Gaulkin, Esq., P.A. 1320 South Dixie Highway, PH Suite 1275, Coral Gables, Florida 33146 and the name

of the initial registered agent of the corporation at that address shall be Joel M. Gaulkin, Esq..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have (2) directors and (1) officer, initially. The name of the initial directors and officer who shall hold office for at least the first year of the corporation, until their successor is elected or appointed are:

Directors: THOMAS AVERY

ROBERT GIFFORD

Officer: THOMAS AVERY, President

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joel M. Gaulkin, Esq., P.A.
Gables One Tower
1320 S. Dixie Highway
PH Suite 1275
Coral Gables, FL 33146

Signed on February 4, 2004.

Joel M. Gaulkin, Esq. P.A. Incorporator

By: _____

Joel M. Gaulkin, Esq. for
Joel M. Gaulkin, Esq., P.A.

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
CYCOPIA, INC.

Joel M. Gaulkin, Esq. P.A. as a sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

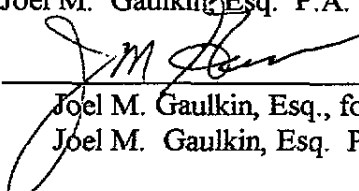
THOMAS AVERY

ROBERT GIFFORD

Dated the 4th day of February 2004.

Joel M. Gaulkin, Esq. P.A. Incorporator

By


Joel M. Gaulkin, Esq., for
Joel M. Gaulkin, Esq. P.A.

Having been named as registered agent and to accept service of process for CYCOPIA, INC. at the place designated in these Articles of Incorporation, 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 hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: Joel M. Gaulkin
Joel M. Gaulkin, Esq.

Date: 2-4-04

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04 FEB -5 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA