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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

clowdus properties, inc.

Certificate of Status	0
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04 MAR 16 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(6)

**ARTICLES OF INCORPORATION OF
CLOUDUS PROPERTIES, INC.**

FILED
04 MAR 16 PM 1:32
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE I - NAME

The name of the corporation is Clowdus Properties, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the registered agent of this corporation is Kirk D. De Leon, Esquire, 44 West Flagler Street, Suite 325, Miami, Florida 33130.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at SE Offset, Inc., 4880 NW 157th Street, Miami, Florida, 33014.

ARTICLE VII - OFFICERS

The affairs of Clowdus Properties, Inc. shall be managed by a Board of Directors and administered by a President, and Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a

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majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officer(s) of the corporation who shall serve until elections are held and address(es) is/ are:

Shane Clowdus
Southeast Offset, Inc.
4880 NW 157th Street
Miami, Florida 33014.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Director may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

Shane Clowdus
Southeast Offset, Inc.
4880 NW 157th Street
Miami, Florida 33014.

ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, 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 or her 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 XII - INCORPORATOR

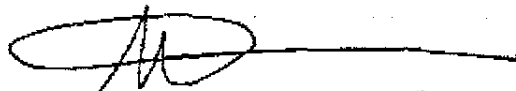
The name and address of the incorporator, who is also the person signing these Articles is:

Mr. Kirk D. De Leon, Esq.
44 West Flagler Street
Suite 325
Miami, Florida 33130

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 16th day of March, 2004.


KIRK D. DE LEON, ESQ.
FBN: 989959

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

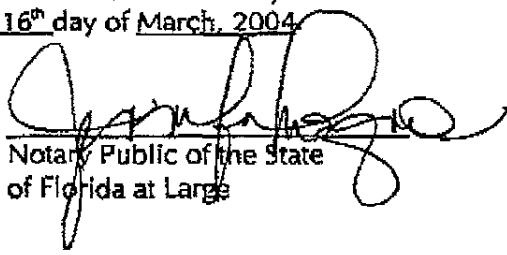
BEFORE ME, the undersigned authority, personally appeared Kirk D. De Leon, who is personally known to me, to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Miami-Dade County, Florida, the 16th day of March, 2004.

My Commission Expires:



Jennifer Lozano
Commission # 00069657
Expires Oct. 30, 2005
Bonded Three
Atlantic Bonding Co., Inc.


Notary Public of the State
of Florida at Large

TOTAL P.06

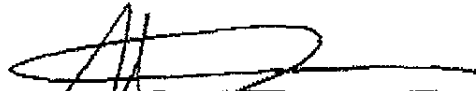
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Clowdus Properties, Inc.
Articles of Incorporation
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for Clowdus Properties, Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 16th day of March, 2004.


KIRK D. DE LEON, ESQ.
FBN: 989959

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TALLAHASSEE, FL 32301

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