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## FLORIDA PROFIT CORPORATION OR P.A.

## EAGLE INVESTMENTS INTERNATIONAL, INC.

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**ARTICLES OF INCORPORATION  
OF  
EAGLE INVESTMENTS INTERNATIONAL, INC.**

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The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of this corporation (hereinafter the "Corporation") shall be  
**EAGLE INVESTMENTS INTERNATIONAL, INC.**

**SECOND:** The principal place of business and mailing address of the Corporation wherever located, shall be 777 Brickell Avenue, Suite 1114, Miami, Florida 33131, or at such other place as may be later designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by the Board of Directors.

**THIRD:** The purpose for which this Corporation is organized is the transaction and engagement in any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** The maximum number of shares of common stock, which the Corporation is authorized to have outstanding at any one time will be One Hundred (100) shares of Common Stock with a par value of \$1.00 per share and are of the same class.

**FIFTH:** The duration of the Corporation shall be perpetual.

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**SIXTH:** The name and address of the initial Registered Agent in the State of Florida is:

William J. Brown, Esq.  
777 Brickell Avenue, Suite 1114  
Miami, Florida 33131

The written acceptance of said initial registered agent, as required by the provisions of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is hereby made a part of these Articles of Incorporation.

**SEVENTH:** The Corporation's initial Board of Directors shall consist of one member. The name and address of the person who will serve as the member of the Corporation's initial Board of Directors until the first annual meeting of shareholders or until successors are elected and qualified is: William J. Brown, 777 Brickell Avenue, Suite 1114, Miami, Florida 33131.

The number of directors of the Corporation shall be determined from time to time as set forth in the Bylaws of the Corporation.

**EIGHTH:** The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director is hereby waived and eliminated to the fullest extent allowed by law.

**NINTH:** The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders of disinterested directors, otherwise, both as to action in his official capacity and

as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Corporation shall have the power to enter into indemnification agreements for this purpose, and such agreements and the bylaws of the Corporation may specify the terms and provisions of such indemnification obligations.

**TENTH:** The name and address of the Incorporator of this Corporation is:

William J. Brown, Esq.  
777 Brickell Avenue, Suite 1114  
Miami, Florida 33131

**ELEVENTH:** This Corporation shall have, in addition to a President, Vice President, Secretary and Treasurer, such other additional officers as may be designated by its President or the Board of Directors from time to time by and under the authorization of its bylaws. A failure to elect a President, Vice-President, Secretary or Treasurer, shall not affect the existence of the Corporation.

Signed: March 29, 2004.

  
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William J. Brown, Incorporator

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### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation 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 am familiar with and accept the obligations of my position as registered agent.

DATED: May 29, 2004

  
William L. Brown, Esq.

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Prepared by:

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