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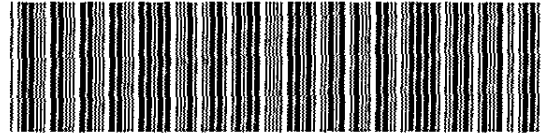
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TSY/30/04

ROGERS, DEMPSEY AND PALADINO

ATTORNEYS

**FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330**

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS (1930-2002)

W. GLENN DEMPSEY

RICHARD PALADINO

April 22, 2004

TELEPHONE (561) 655-8980

TELECOPIER (561) 655-9480

CERTIFIED, RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

In re: Simy Holdings, Inc.

To Whom It May Concern:

Please find enclosed an original and one copy of a Certificate of Domestication for Lifmac, S.A., a Panamanian corporation and Articles of Incorporation to complete the domestication of Lifmac as Simy Holdings, Inc., a Florida corporation.

I have enclosed a check made payable to the Florida Department of State in the amount of \$128.75, which includes a \$50.00 Certificate of Domestication filing fee and \$78.75 for the filing fee for the Articles of Incorporation and a certified copy. Please send the undersigned certified copies of the above-referenced documents. Please do not hesitate to contact the undersigned if you have any questions.

Sincerely,

ROGERS, DEMPSEY AND PALADINO



Richard Paladino

RP:jiw

Enclosures - a/s

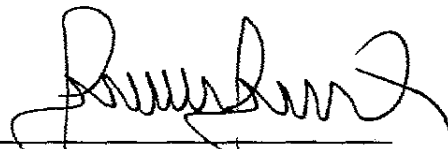
cc: Georges Benarroch

CERTIFICATE OF DOMESTICATION

The undersigned, GEORGES BENARROCH, President of LIFMAC, S.A., a foreign corporation ("Corporation"), in accordance with §607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was October 15, 1973.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being was Panama.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was LIFMAC, S.A.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to §607.0202 and 607.0401 with this certificate is Simy Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Panama.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to §607.1801.

I, GEORGES BENARROCH, President of LIFMAC, S.A. am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 19 day of April, 2004.



Georges Benarroch, President

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Of

SIMY HOLDINGS, INC.

04 APR 26 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I - NAME

The name of the Corporation shall be SIMY HOLDINGS, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be organized under the laws of the United States and the Florida Statutes.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business shall be 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401.

ARTICLE IV - DURATION

The Corporation shall commence on the date these Articles are filed in the Office of the Secretary of State of Florida, and exist perpetually unless sooner dissolved according to law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have authority to issue a maximum of One Hundred (100) shares of common stock, having one dollar (\$1.00) par value.

ARTICLE VI - REGISTERED AGENT

The name and address of the Corporation's registered agent is:

Richard Paladino
505 South Flagler Drive, Suite 1330
West Palm Beach, Florida 33401

ARTICLE VII - INITIAL OFFICERS

The Corporation's initial officers are:

President	-	Georges Benarroch
Secretary and Treasurer	-	Peter W. Prendergast

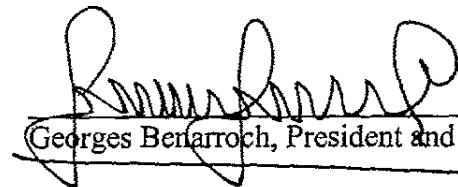
ARTICLE VIII- INITIAL DIRECTORS

The Corporation's initial directors are:

Georges Benarroch

Peter W. Pendergast

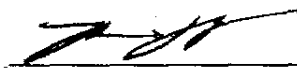
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 19 day of April, 2004.



Georges Benarroch, President and Director

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 19th day of April, 2004, by Georges Benarroch, who is personally known to me or produced his Pa. dr. N. license as identification.



Notary Public State of Florida

[NOTARIAL SEAL]



Richard Paladino
My Commission DD261517
Expires February 11, 2008

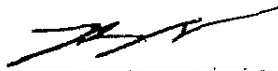
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with section 607.0501 of the Florida Statutes, SIMY HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Richard Paladino, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within the state.

ACKNOWLEDGMENT BY REGISTERED AGENT

In accordance with section 607.0501(3) of the Florida Statutes, I, Richard Paladino, having been named Registered Agent for SIMY HOLDINGS, INC., state that I am familiar with and agree to accept the responsibilities and obligations of that position.

Dated this 19th day of April, 2004.


Richard Paladino

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA