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TALLAHASSEE, FLORIDA

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STEVEN K. BAIRD, P.A.

ATTORNEY AT LAW

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June 25, 2004

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

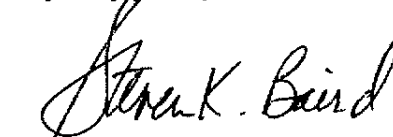
Re: Ogden Capital Management, Inc.

Ladies and Gentlemen:

Enclosed you will find an original, as well as one (1) copy, of the Certificate of Domestication for Ogden Capital Management, Inc., and accompanying Florida articles. Also enclosed our check in the amount of \$128.75, which comprises the \$50.00 fee for the Certificate of Domestication and the \$78.75 fee for the Articles of Incorporation, registered agent designation, and a certified copy. Please send the certified copy to the undersigned at the address above.

Please contact me at the number or address above if you have any questions.

Very truly yours,



Steven K. Baird

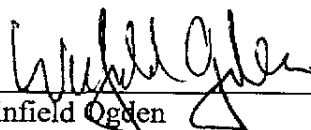
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encl.
cc: Winfield Ogden

CERTIFICATE OF DOMESTICATION

The undersigned, Winfield Ogden, President of Ogden Capital Management, Inc., a foreign corporation (the "Corporation"), in accordance with §607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was December 4, 1998.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Ogden Capital Management, Inc.
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 Ogden Capital Management, 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 Massachusetts.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to §607.1801.

I am President of Ogden Capital Management, Inc., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 25th day of June, 2004.


Winfield Ogden

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ARTICLES OF INCORPORATION
OF
OGDEN CAPITAL MANAGEMENT, INC.

The undersigned incorporator, for the purpose of domesticating a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Ogden Capital Management, Inc., and it was originally formed under Delaware law on December 4, 1998.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be Alton Road, #125, Miami Beach, Florida 33139.

ARTICLE III
PURPOSE OF THE CORPORATION

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV
SHARES

The amount of the total authorized capital stock of this corporation is Two Thousand, Five Hundred (2,500) common shares, all of which shall be without par value.

ARTICLE V
REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent in Florida are:

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5981 N.E. Sixth Avenue
Miami, Florida 33137

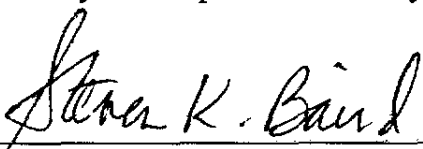
ARTICLE V
INCORPORATOR

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

Steven K. Baird, P.A.
5981 N.E. Sixth Avenue
Miami, Florida 33137

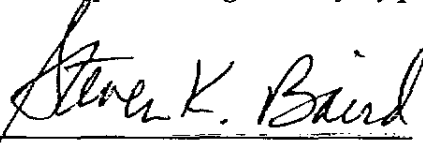
ARTICLE VI
INITIAL DIRECTOR

The Corporation has one director, Winfield Ogden, who shall serve until his successor(s) have been duly elected pursuant to the bylaws of the Corporation.


Steven K. Baird, Florida Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Steven K. Baird, Registered Agent
June 25, 2004

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