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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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August 12, 2004

CAPITAL CONNECTION INC

SUBJECT: AD VALOREM ACQUISITIONS, INC.

Ref. Number: W04000030836

We have received your document for AD VALOREM ACQUISITIONS, INC.. However, the document has not been filed and is being returned for the following:

The Registerd Agent listed is not registered with this office as an Ficitious Name or a Business entity. Therefore, you must list an individual or another entity that is registered with this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole Document Specialist New Filings Section

Letter Number: 004A00049970

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ARTICLES OF INCORPORATION OF AD VALOREM ACQUISITIONS, INC

ARTICLE I

The name of this corporation is:

AD VALOREM ACQUISITIONS, INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial street address for this corporation and the initial registered office of this corporation in the State of Florida shall be 201 South Biscayne Boulevard, Suite 850, Miami, Florida 33131. The name of the initial registered agent of the corporation located at said address is Rossz Fiu Corporation.

ARTICLE VI

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

SPENCER FOX

201 South Biscayne Blvd. Suite 850 Miami, Florida 33131

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

SPENCER FOX

Personally known

Produced identification

201 South Biscayne Blvd. Suite 850 Miami, Florida 33131

ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

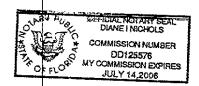
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of August, 2004.

SPENCER FOX

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to (or affirmed) and subscribed before me on the day of August, 2004 by SPENCER
FOX.

NOTARY PUBLIC—STATE OF FLORIDA
DIBOK J. J. L. L. J. J.
[Print, type, or stamp commissioned name of notary]



Type of identification produced

CERTIFICATE OF DESIGNATING REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That Ad Valorem Acquisitions, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article V of the Certificate of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named a Florida corporation, as its agent(s) to accept service of process within this State.

Rossz Fiu Corporation

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, Ross Fiu Corporation hereby agrees to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this <u>I</u> day of August, 2004.

Rossz Fiu Corporation, a Florida corporation

pencer Fox, Vice President

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SECRETARY OF STATE,
TALLAHASSEE, FLORIE,