

FROM :

Division of Corporations

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2004 02:29PM P1

(((H04000218653 3)))

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Tribeca Ventures, Inc

Certificate of Status	0
Certified Copy	0
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FROM :

FAX NO. :

Nov. 02 2004 02:29PM P2

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ARTICLES OF INCORPORATION

OF

Tribeca Ventures, Inc.

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

Article I

Name and Duration

The name of this corporation is Tribeca Ventures, Inc. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

Article II

Principal Office

The address of the principal office and mailing address of the corporation in the State of Florida is P.O. Box 1423, Ponte Vedra Beach, Florida 32004.

Article III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to outstanding at any one time is one hundred thousand (100,000) shares having no par value.

Article IV

Registered Office and Agent

The street address of the registered office of this corporation is 16 Cheyenne Court, Palm Coast Florida, 32137 and the name of the registered agent of this corporation at that address is Charles Tranquellino.

Article V

Directors

1. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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2. The name and street address of the sole member of the board of directors of this corporation is:

Name
Christopher Tranquellino

Address
P.O. Box 1423
Ponte Vedra Beach Florida 32004

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VI
Bylaws

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

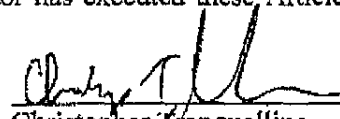
Article VII
Incorporator

The name and street address of the incorporator of this corporation is Christopher Tranquellino, P.O. Box 1423, Ponte Vedra Beach Florida 32004.

Article VIII
Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 1st day of November, 2004.


Christopher Tranquellino,
as Incorporator

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FROM :

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

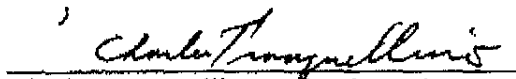
Tribeca Ventures desiring to organize or qualify under the laws of the State of Florida hereby designates Charles Tranquellino as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 16 Cheyenne Court, Palm Coast Florida, 32137.

November
~~March~~ 1, 2004


Christopher Tranquellino

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

November
~~March~~ 1, 2004


Charles Tranquellino, as Registered Agent

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TALLAHASSEE, FLORIDA

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