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**FLORIDA PROFIT CORPORATION OR P.A.**

**HABITAT INTERACTIVE, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**HABITAT INTERACTIVE, INC.**

**ARTICLE ONE**

The name of this corporation is HABITAT INTERACTIVE, INC.

**ARTICLE TWO**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE THREE**

The aggregate number of shares which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, at no par value.

**ARTICLE FOUR**

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

**ARTICLE FIVE**

The street address of the initial principal office of this corporation is, and the name and address of the Registered Agent of this corporation is:

**Principal Office**

3916 Harlan  
Coral Gables, Florida 33134

**Registered Agent:**

Eduardo L. Rasco, Esq.  
Rosenthal Rosenthal Rasco  
2875 Northeast 191<sup>st</sup> Street, Suite 500  
Aventura, Florida 33180

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**ARTICLE SIX**

This corporation shall have two (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are: Marc N. Smith, 3916 Harlano, Coral Gables, Florida; and James Robinson, 13000 Southwest 97<sup>th</sup> Avenue, #B401, Miami, Florida 33176.

Officers of the Corporation shall be as follows:

<u>Name/Address</u>	<u>Officer/Director Title</u>
Marc N. Smith 3916 Harlano Coral Gables, Florida 33134	President
James Robinson 13000 Southwest 97 <sup>th</sup> Avenue #B401 Miami, Florida 33176	Secretary

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**ARTICLE SEVEN**

The name and address of the incorporator of this corporation, who is the person signing these Articles is: Marc N. Smith, 1916 Harlano, Coral Gables, Florida 33134.

NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of January, 2005.

  
MARC N. SMITH, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

EDUARDO I. RASCO, ESQ., having been designated as Registered Agent in the above and foregoing Articles of Incorporation of HABITAT INTERACTIVE, INC., does hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.

  
EDUARDO I. RASCO, ESQ.

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