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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFTT CORPORATION OR P.A.

Coda Holdings Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Coda Holdings Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article II. Address

The Corporation's mailing address is:
Coda Holdings Inc.
1688 West Avenue
Suite 1003
Miami Beach FL 33139

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Brian Coulter
Franklin E. Westbrook

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Officers. The Corporation's officers are:

President	Franklin E. Westbrook
Secretary	Franklin E. Westbrook
Treasurer	Franklin E. Westbrook

Article VI. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139

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Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 13, 2005.

The undersigned incorporator executed these Articles of Incorporation on May 13, 2005.



CORPORATE CREATIONS INTERNATIONAL INC.

Franco E. Cammarata Vice President and Counsel
by D. Stoutt as attorney-in-fact

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Coda Holdings Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.
Dawn S. Stout, Assistant Secretary

Date: May 13, 2005

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
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