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FAX NO

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Division of Corporations

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To:

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

From:

Account Name : STEVEN H. HAGEN, ESQ.
Account Number : I20040000107
Phone : (786) 924-5283
Fax Number : (305) 577-9921

TALLAHASSEE FLORIDA

2005 OCT 21 PM 2:02

FLORIDA PROFIT CORPORATION OR P.A.

FVCITI CORP.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
FVCITI CORP.**

The undersigned, acting as incorporator of FVCITI CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is FVCITI CORP. (the "Corporation").

ARTICLE II. ADDRESS

The mailing and business address of the Corporation is:

c/o 701 Brickell Ave.
Suite 1400
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. INITIAL DIRECTOR

The name and address of the initial director of the Corporation are:

Franck Vlasseman
c/o 701 Brickell Avenue
Suite 1400
Miami, FL 33131

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ARTICLE VI. INITIAL OFFICER

The name, address and offices held by the initial officer of the Corporation are:

<u>Name and Address</u>	<u>Offices</u>
Franck Vlasseman c/o 701 Brickell Avenue Suite 1400 Miami, FL 33131	President, Secretary and Treasurer

ARTICLE VII. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 1400, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Steven H. Hagen, Esq.
701 Brickell Ave.
Suite 1400
Miami, Florida 33131

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 21st day of October 2005.



Steven H. Hagen, Esq.
Sole Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That FVCITI CORP. desiring to organize under the laws of the State of
Florida with its initial registered office as indicated in the Articles of Incorporation
at 701 Brickell Ave., Suite 1400, Miami, Florida 33131 has named Law Center of
the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation
named above, at the place designated in this certificate, the undersigned agrees to
act in that capacity, to comply with the provisions of the Florida Business
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 21st day of October, 2005.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Steven H. Hagen
Title: Vice President

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