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FLORIDA PROFIT/NON PROFIT CORPORATION

Portagy Acquisition Corp.

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**ARTICLES OF INCORPORATION
OF**

Portagy Acquisition Corp.

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Article I - Name

The name of this corporation is Portagy Acquisition Corp. (the "Company").

Article II - Principal Address

The principal address of the Company is:

c/o Harris Cramer LLP
1555 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

Article III - Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 1,000 shares of common stock, no par value.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1555 Palm Beach Lakes

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Boulevard, Suite 310, West Palm Beach, Florida 33401, and the name of the initial registered agent at that address is Robert Arzonetti.

Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of one director.

Article IX - Incorporator

The name and address of the person signing these articles is:

Robert Arzonetti

1555 Palm Beach Lakes Blvd.

Suite 310

West Palm Beach, FL 33401

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XII - Amendment

The Company 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 Incorporator has executed these Articles of Incorporation this 27th day of February, 2006.



Robert Arzonetti, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as Registered Agent of Portagy Acquisition Corp. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: February 27, 2006



Robert Arzonetti,
Registered Agent

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