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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SILVER CLOUDS OF AMERICA, INC.

FAX AUDIT NUMBER: H96000002522

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SILVER CLOUDS OF AMERICA, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **SILVER CLOUDS OF AMERICA, INC.**

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 8953 Bay Cove Court, Orlando, Florida, 32819.

ARTICLE VI

The name and address of the corporation's Registered Agent is SAMUEL SPENCER BLUM, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

SAMUEL SPENCER BLUM, ESQ.

Florida Bar No. 273430

- Page 1 -

2666 TIGERTAIL AVE.

Suite 106

COCONUT GROVE, FL 33133

Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 864-4448 TELEFAX (305) 684-3344
(305) 854.1985

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ARTICLE VII

The corporation shall have one director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial director of this corporation is:

Hector Campagna
8953 Bay Cove Court
Orlando, Florida 32819

ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX

The name and address of the Incorporator is:

Hector Campagna
8953 Bay Cove Court
Orlando, Florida 32819

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes

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- Page 2 -

Samuel Spencer Blum
ATTORNEY AT LAW

2000 TIGERTAIL AVENUE, SUITE 108, COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 854-1845 TELEFAX (305) 854-2214

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as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23rd day of February, 1995.

Hector Campagna
HECTOR CAMPAGNA, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) : ss.

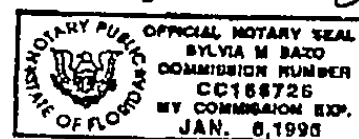
The foregoing instrument was acknowledged before me this 23rd day of February, 1995, by HECTOR CAMPAGNA, personally known to me or who has produced Known to me as Identification.

SYLVIA M. BAZO
Print Notary's name and
commission number

Sylvia M. Bazo
Notary Public
State of Florida at Large

- Page 3 -

Samuel Spencer Bloom
ATTORNEY AT LAW

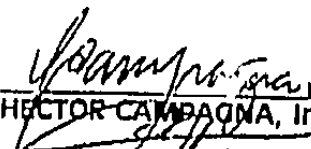


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that **SILVER CLOUDS OF AMERICA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Orlando, Miami, State of Florida, has named **SAMUEL SPENCER BLUM**, located at Suite 108, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.


HECTOR CAMPAGNA, Incorporator

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


SAMUEL SPENCER BLUM

SSB/bm
FEBRUARY 7, 1983

- Page 4 -

Samuel Spencer Blum
ATTORNEY AT LAW

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