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CORP CREATIONS

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL IN

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EVERLASTING CORPORATION

FAX AUDIT NUMBER: H95000010027

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/08/1995

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TALLAHASSEE, FLORIDA

Articles of Incorporation of Everlasting Corporation

Article I. Name

The name of this Florida corporation is Everlasting Corporation

Article II. Address

The mailing address of the Corporation is:

Everlasting Corporation
c/o Grand Bay Office Plaza
2665 South Bayshore Drive, Suite 900
Coconut Grove, FL 33133

Article III. Capital Stock

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

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

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

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

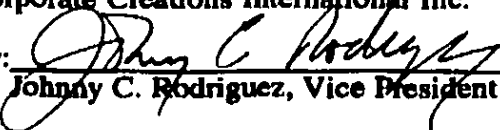
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of September 8, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on September 8, 1995.

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

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FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Everlasting Corporation

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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 Enterprises Inc.

By: Johnny C. Rodriguez
Johnny C. Rodriguez, Vice President

Date: September 8, 1995