

MAR-21-1996 00:00
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
GAINESVILLE
FL 32608
AX: (904) 222-1200
FROM: MANAUS ENTERPRISES, INC.
152 FLA ST
SUITE 200
MIAMI FL 33136
STORMONT
PHONE: (305) 541-3084
FAX: (305) 541-3770

(((H96000004051))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MANAUS ENTERPRISES, INC.
FAX AUDIT NUMBER: H96000004051
DATE REQUESTED: 03/20/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:37:50
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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FLORIDA DIVISION OF CORPORATION

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96 MAR 21 PM 5:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12:16 PM 10/20/96
02/11/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MANAUS ENTERPRISES, INC.
REF: W96000006115

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E96000004051
Letter Number: 496A00013025

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ARTICLES OF INCORPORATION
OF
MANAUS ENTERPRISES, INC.

96 MAR 21 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I - NAME

The name of this Corporation is Manaus Enterprises, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand shares of \$1.00 par value, which said shares shall be designated as "Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of the Corporation is 14204 SW 75 TERRACE
Miami, FL 33183-2906.

The name of the initial Registered Agent of this Corporation is Sandra Rosell.

Michael K. Fish, CPA
7700 N. KENDALL DR., # 505
Miami, FL 33156
(305) 279-8484

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director.
The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Sandra Rosell
P.O. Box 654827
Miami, Florida 33265-4827

ARTICLE VII - INCORPORATOR

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

Sandra Rosell
P.O. Box 654827
Miami, Florida 33265-4287

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of March 1996.

[Signature]
 Sandra Kroll
 Secretary

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of March, 1996.

[Signature]
 Sandra Kroll
 Registered Agent

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 1996 MAR 21 AM 11:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA