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THE DIVISION OF CORPORATIONS  
CORPORATE SERVICE

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET

0

TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

((H96000008654))  
OR P.A.

CONTACT: CATHY LEACH  
PHONE: (212) 431-5000  
FAX: (212) 431-1441

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

62 WHITE ST  
NEW YORK NY 10013-

NAME: DELPHINUS, INC.  
FAX AUDIT NUMBER: H96000008654

DATE REQUESTED: 06/20/1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
DELPHINUS, INC.**

FILED  
JUN 20 1996  
CLERK OF THE  
SOLICITOR GENERAL  
STATE OF FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

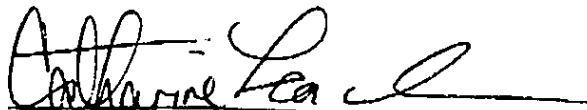
1. The name of the corporation is DELPHINUS, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be MORTON TOWERS, APT. M149, 1500 BAY ROAD, MIAMI BEACH, FL 33139 and the name of its initial registered agent at such address is JAMES E. KUZDALE.
6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:  
  
MICHEL PAYET, 4 ALLEE DES CEDRES, 69390 VOURLES, FRANCE
7. The name and address of the sole incorporator is: CATHARINE LEACH, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 06/18/96

BlumbergExcelsior  
62 White Street, 2nd Fl.  
New York, NY 10013  
212-431-5000

H96000008654

  
CATHARINE LEACH  
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

FILED  
56 JUN 20 PM 4:12  
SECRET  
FBI - MIAMI

I, the undersigned, do hereby accept appointment as Registered Agent of  
DELPHINUS, INC., the within named corporation.

Dated:

*James E. Kuzdale*  
JAMES E. KUZDALE