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TO: DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

DEPARTMENT OF STATE

400 N. FLORIDA ST

STATE OF FLORIDA

SUITE 100

400 EAST PALM BLVD

MIAMI FL 33130-02-

RELAYHOUSE

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MANOX CORPORATION

FAX AUDIT NUMBER: H980000010347

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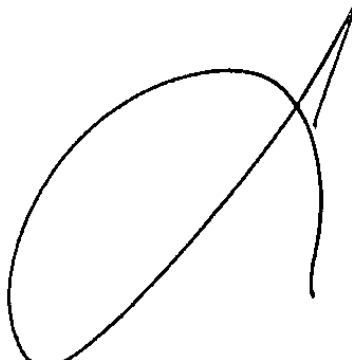
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
MANOX CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is MANOX CORPORATION.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Merkin, Esq.  
Rivargate Plaza, Suite 300  
444 Brickell Avenue  
Miami, Florida 33131  
Tel. (305) 358-5800  
Fla. Bar No. 153444

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**ARTICLE IV.**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

**ARTICLE V.**

**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI.**

**PRINCIPAL OFFICE**

The principal office of the Corporation is 9000 S. W. 77th Avenue, Suite F-10, Miami, Florida 33156.

**ARTICLE VII.**

**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME  
CARLOS BUENO

ADDRESS  
9000 S. W. 77th Avenue  
Suite F-10  
Miami, Florida 33156

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 25 day of July, 1996.

  
Stewart A. Markin

STATE OF FLORIDA)

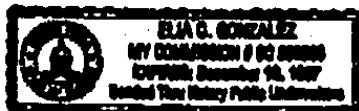
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Markin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 25 day of July, 1996.

  
Notary Public, State of  
Florida at Large

My Commission Expires:



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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**MANOX CORPORATION**

2. The name and address of the Registered Agent and office is:

**STEWART A. MERKIN, ESQ.**  
**RIVERGATE PLAZA, SUITE 300**  
**444 BRICKELL AVENUE**  
**MIAMI, FLORIDA 33131**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Stewart A. Merkin

DATE: July 25, 1996.

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TALLAHASSEE, FLORIDA

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