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THE NEW TRANSPORTACEOUNT NO. : 07210000032

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ORDER DATE: August 7, 1996

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ORDER NO. : 047011

CUSTOMER NO: 4301737

CUSTOMER: Daniel Gallagher, Esq OLSHAN, GRUNDMAN, FROME &

ROSENZWEIG

505 Park Avenue

16th Floor

New York, NY 10022

DOMESTIC FILING

NAME: PEREGRINE VENTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

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OF

PEREGRINE VENTURES, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the Corporation (hereinafter called the "Corporation") is Peregrine Ventures, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 7481 SW 50th Terrace, Miami, Florida 33155.

The mailing address, wherever located, of the Corporation is 7481 SW 50th Terrace, Miami, Florida 33155.

THIRD: The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.01 per share.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 7481 SW 50th Terrace, Miami, Florida 33155.

The name of the initial registered agent of the Corporation at the said registered office is Margarita M. Khuly.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator

<u>NAME</u>

are:

<u>ADDRESS</u>

Douglas R. Eger

473 Mendoza Avenue Apt. #2 Coral Gables, FL 33134 SIXTH: The Corporation may engage or transact in any or all lawful activities or business permitted under any laws of the United States, the State of Florida or any other state, country, territory or nation.

<u>SEVENTH</u>: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on July 19, 1996

Douglas R. Eger, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as 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.

Margarita A. Khuly

Inițial Registered Agent

Date: July 19, 1996

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