

10/08/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
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NAME: REDCLIFFE AMERICAS, INC.

AUDIT NUMBER.....H96000014145

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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10/18/96

FA#: H96-14145

**ARTICLES OF INCORPORATION OF
REDCLIFFE AMERICAS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is REDCLIFFE AMERICAS, INC..

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o Bruce A. Weil, Esq., 1428 Brickell Avenue, 6th Floor, Miami, FL 33131.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Bruce A. Weil, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 816469

FA#: H96-14145

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the Initial Registered Agent of this Corporation at that address is BRUCE A. WEIL, ESQ.

ARTICLE VII
INCORPORATOR

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

Name

Address

BRUCE A. WEIL, ESQ.

1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

SENT BY:

10- 8-96 : 3:02PM :

DEIGER KASDIN -

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FA#: H96-14145

**ARTICLE X
OFFICERS**

The following shall be the officers of the Corporation:

President	-	STEPHEN BUTLER
Vice - President	-	PATRICK SMEDLEY

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of OCTOBER, 1996.



BRUCE A. WEIL, ESQ.

FA#: H96-14145

SENT BY:

10- 8-96 : 3:03PM :

GEIGER KASDIN -

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FA#: H96-14145

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT REDCLIFFE AMERICAS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE A. WEIL, ESQ., LOCATED AT
1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



BRUCE A. WEIL, ESQ.

Incorporator

TITLE

10/08/96

DATE

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



BRUCE A. WEIL, ESQ.

FA#: H96-14145