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Florida Division of Corporation  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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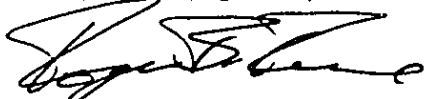
Re: ALTEA CORPORATION

Dear Madam/Sir:

Enclosed please find enclosed the articles of incorporation for the above mentioned entity. Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Please note that in accordance with Section 607.0203, Florida Statutes, and the Articles of Incorporation the date the corporate existence commenced is December 16, 1996.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to call me.

Very truly yours,



Roger B. Rice, Esq.  
Attorney at Law

EFFECTIVE DATE :

12-16-96

DEC 20 1996

BSB

RBR/ct

Enclosures

FILED  
96 DEC 19 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
ALTEA CORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

EFFECTIVE DATE

12-16-96

The name of the Corporation shall be ALTEA CORPORATION.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual or until dissolved on a vote of the Shareholders as hereafter provided.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized are the following: To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

ARTICLE IV - PRINCIPAL OFFICE

The initial address of the Corporation's principal office shall be 2640 Golden Gate Parkway, Suite 202, Naples, Florida 34105.

ARTICLE V - CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall be authorized to issue is five hundred (500) shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the Corporation will begin to engage in business is not less than Five Thousand Dollars (\$5,000.00).

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Corporation is Roger B. Rice, 2640 Golden Gate Parkway, Suite 202, Naples, Florida 34105.

#### ARTICLE VIII - CORPORATE POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

8.1 To sue, complain and defend in the corporate name.

8.2 To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

8.3 To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

8.4 To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.

8.5 To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.

8.6 To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

8.7 To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.

8.8 To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

8.9 To make donations for the public welfare or for charitable, scientific or educational purposes.

8.10 To transact any lawful business.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Dagven Lorch-Falch  
2640 Golden Gate Parkway, #202  
Naples, Florida 33942.

#### ARTICLE IX - DIRECTORS

The number of initial directors is one, and the name and address of the director is:

Dagven Lorch-Falch  
2640 Golden Gate Parkway, #202  
Naples, Florida 33942.

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeal of the Bylaws must be approved by a majority of the Shareholders.

#### ARTICLE XI - DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the Shareholders, or (2) by the affirmative vote of the holders of at least 2/3rds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by him/her in relation to the then outstanding shares of the Corporation.

#### ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, I, Dagven Lorch-Falch, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida on this 16th day of December, 1996.

Dagven Lorch-Falch  
Dagven Lorch-Falch

Sworn and subscribed to before me on this 16th day of December, 1996.

Notary Public--State of Florida

Carol P. Torrissi  
Signature of Notary Public

Carol P. Torrissi  
Print Name of Notary Public

Personally Known X or Produce Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

Affix Seal Below:



CAROL P TORRISI  
My Commission CC525121  
Expires Jan. 16, 2000

CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT

FILED

96 DEC 19 AM 10:05

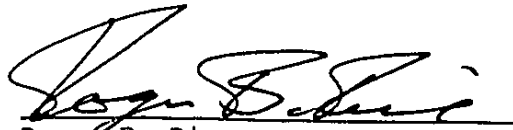
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, 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 this State of Florida.

1. The name of the corporations is: ALTEA CORPORATION
2. The name and address of the Registered Agent and office is:

Roger B. Rice  
2640 Golden Gate Parkway, Suite 202  
Naples, Florida 34105.

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 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.



Roger B. Rice  
2640 Golden Gate Parkway  
Suite 202  
Naples, Florida 34105.