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December 31, 1996

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Filing Section

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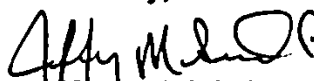
RE: Articles of Incorporation for Hodie, Inc.

Gentlemen:

Enclosed are Articles of Incorporation and our firm check in the amount of \$122.50 for filing fees for the above referenced corporation. Upon receipt, please file immediately as per the Articles.

Thank you for your cooperation in this regard.

Yours truly,


Jeffrey M. Sniadanko
Legal Assistant

Enclosures

JAN 9 1997

FILED
97 JAN -2 PH 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
HODIE, INC.**

FILED

97 JAN -2 PH 1:18

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Hodie, Inc..

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 100.

**ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131. The name of the initial registered agent is Patrick C. Barthet.

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Patrick C. Barthet, 200 South Biscayne Boulevard, Suite 2120, Miami, Florida 33131.

**ARTICLE VI
DURATION AND PURPOSE**

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE VII
NAME OF DIRECTOR**

Josef Wiblinger, whose address is 200 South Biscayne Boulevard, Suite 2580, Miami, Florida 33131 will serve as initial director.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



Patrick C. Barthet, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Patrick C. Barthet, Registered Agent