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FLORIDA DEPARTMENT OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: FX MANAGEMENT INC.

AUDIT NUMBER.....H97000000705

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

CERT. OF STATUS..1

PAGES..... 4

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**Articles of Incorporation  
of  
FX Management Inc.**

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TALLAHASSEE, FLORIDA

**Article I. Name**

The name of this Florida corporation is:  
FX Management Inc.

EFFECTIVE DATE

1-13-97

**Article II. Address**

The mailing address of the Corporation is:  
FX Management Inc.  
2200 West Commercial Boulevard, Suite 205  
Ft. Lauderdale FL 33309

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
R. Lawrence Bonner  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H97000000705

Jay A. Gayoso FL Bar Member  
Homer & Bonner  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5114 • Fax 305-379-0918

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Kerry L. Brewer

Article VI. Incorporator

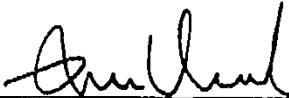
The name and address of the incorporator is:

Jay A. Gayoso  
Homer & Bonner  
100 SE 2nd Street, Suite 3400  
Miami FL 33131

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 13, 1997

The undersigned incorporator executed these Articles of Incorporation on January 14, 1997



JAY A. GAYOSO

by L.A. Uriarte as attorney-in-fact

H97000000705

Jay A. Gayoso FL Bar Member  
Homer & Bonner  
100 SE 2nd Street, Suite 3400  
Miami FL 33131  
305-350-5114 • Fax 305-379-0918

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**Certificate of Designation  
Registered Agent and Registered Office**

**CORPORATION:**  
**FX Management Inc.**

**REGISTERED AGENT:**  
**R. Lawrence Bonner**  
**100 SE 2nd Street, Suite 3400**  
**Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**R. LAWRENCE BONNER**  
by L.A. Uriarte as attorney-in-fact

**Date: 1/14/97**

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**Jay A. Gayoso FL Bar Member**  
**Homer & Bonner**  
**100 SE 2nd Street, Suite 3400**  
**Miami FL 33131**  
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