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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200 FAX #: (954)766-7800

NAME: RALBY ASSET MANAGEMENT, INC.
AUDIT NUMBER.....H97000000818
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TALLAHASSEE, FLORIDA

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Handwritten signature and date 1/15/97

ARTICLES OF INCORPORATION
OF
RALBY ASSET MANAGEMENT, INC.

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97 JAN 15 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: RALBY ASSET MANAGEMENT, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2999 N.E. 191st Street, Penthouse 8, Aventura, FL 33180.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JOSEPH I. EMAS, FL BAR # 004952
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.0001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents
200 E. Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

The names and addresses of the initial Directors of this Corporation are:

Michael Ralby
Ralby Asset Management, Inc.
2999 N.E. 191st Street, Penthouse 8,
Aventura, FL 33180

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The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his or her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Michael Ralby, Ralby Asset Management, Inc., 2999 N.E. 191st Street, Penthouse 8, Aventura, FL 33180.

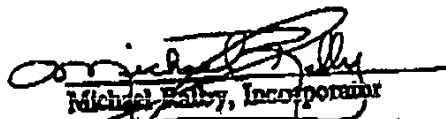
ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the ____ day of January, 1997.


Michael Ralby, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

RALBY ASSET MANAGEMENT, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2999 N.E. 191st, Street, Penthouse 8, Aventura, FL 33180. has named South Florida Registered Agents, Inc. whose address is c/o 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan
Beverly F. Bryan, President

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