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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BLUE CAY CORPORATION

AUDIT NUMBER.....H97000005837

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

100 4/10/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BLUE CAY CORPORATION
REF: W97000008319

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000005837
Letter Number: 997A00018021

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TALLAHASSEE, FLORIDA

1)
H 97000005837 ARTICLES OF INCORPORATION

OF

BLUE CAY CORPORATION

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name of Corporation

The name of this Corporation shall be Blue Cay Corporation.

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) Including but not limited to importing and exporting goods.

(b) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

(c) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all property of the Corporation, or any interest therein.

(d) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or

Prepared by:

Roy D. Oppenheim, Esquire

Florida Bar No. 0710016

Oppenheim & Pilelsky, P.A.

1290 Weston Road, Suite 300

Fort Lauderdale, Florida 33326

454-384-6114

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corporation and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities or property of any other kind.

(e) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nations and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers, and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(f) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(g) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(h) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, put and sell agreements or any other lawful form of agreement.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

H 97000005837

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Roy D. Oppenheim, Esquire
Oppenheim & Pilalsky, P.A.
1290 Weston Road, Suite 300
Fort Lauderdale, Florida 33326

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1290 Weston Road, Suite 300, Ft. Lauderdale, Florida 33326. The name of the initial Registered Agent of this Corporation at the above address shall be Legal Information Services, Inc. The principal place of business of the corporation is 2514 Poinciana Drive, Fort Lauderdale, Florida 33327.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person(s), the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of Shareholders, and thereafter until their successors are elected are as follows:

Joao Raucci Neto
2514 Poinciana Drive
Fort Lauderdale, Florida 33327

Marisa Libonatti Raucci
2514 Poinciana Drive
Fort Lauderdale, Florida 33327

ARTICLE IX.
Officers

The corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of

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Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.
Transactions In Which Directors or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because such relationship or interest, or solely because such Directors or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The facts of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by a vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.
Financial Information

The Corporation shall not be required to prepare and to provide a balance sheet and a profit and loss statement to its

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shareholders. Nor shall the corporation be required to file a balance sheet or a profit and loss statement in its Registered Office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

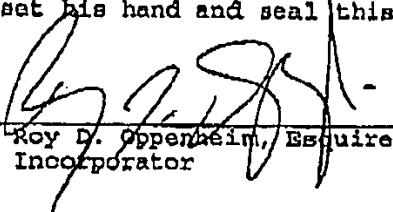
ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in any manner now and hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XIV.
Commencement of Corporate Existence

The existence of this Corporation shall, in accordance with the provisions of Florida law, commence on the date these Articles are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 9 day of April, 1997.

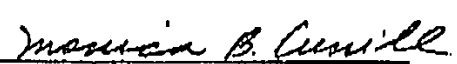
BY: 
Roy D. Oppenheim, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Roy D. Oppenheim, Esquire, who is personally known to me and who is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9 day of April, 1997.




Notary Public
State of Florida at Large
My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and
607.0501, the following is submitted:

Blue Cay Corporation desiring to organize as a corporation
under the laws of the State of Florida, has designated 1290
Weston Road, Suite 300, Ft. Lauderdale, Florida 33326, as its
initial Registered Office and has named Legal Information
Services, Inc., located at said address as its initial Registered
Agent.

By: 

Roy D. Oppenheim, Esquire
Incorporator

Having been named Registered Agent for the above stated
corporation, at the designated Registered Office, the undersigned
hereby accepts said appointment and agrees to comply with the
provisions of Florida Statutes Section 48.091 relative to keeping
open said office.

By: Legal Information Services, Inc.,
Registered Agent

By: 

Name: Roy D. Oppenheim, Esquire
Title: Vice-President

FILED
97 APR 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 97000005837

Antonia Vasquez
940 - Lincoln Rd. Suite 204
Miami Beach, FL 33139

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) DOCUMENT NUMBER(S) (if known)

P97000032419

1 _____ (Corporation Name) _____ (Document #)

2 _____ (Corporation Name) _____ (Document #)

3 _____ (Corporation Name) _____ (Document #)

4 _____ (Corporation Name) _____ (Document #)

☐ Walk in

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

APR 10 1997

ARTICLES OF INCORPORATION
OF

C M I COMMUNICATION SYSTEM CORP

940 Lincoln Rd Mall Suite 204 Miami Beach, FL 33139

ARTICLE I - NAME

The name of this corporation is C M I COMMUNICATION SYSTEM CORP

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 300 shares of Ten (\$ 10.00) par value common stock which shall be designated "COMMON SHARES"

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Lincoln Rd Mall Suite 204
Miami Beach, FL 33139 and the name of the
initial registered agent of this corporation at that address
is Jose Fonseca Silva.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially.
The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and Address(es) of the initial director(s) of this corporation is (are):

JOSE FONSECA SILVA 9105 SW 156 CT. Miami, FL 33196

ARTICLE VIII - INCORPORATOR

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

Jose Fonseca Silva
9105 SW 156 CT. Miami, FL 33196

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the share holders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by Law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 4 day of April 1997

X [Signature]
Jose Fonseca Silva

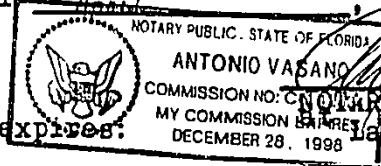
STATE OF FLORIDA
COUNTY OF DADE SS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared,

Jose Fonseca Silva

known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (They) acknowledged before me that he (they) executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida, County of Dade, this 4 day of April, 1997.



My commission expires:

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Large.

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

X [Signature]
REGISTERED AGENT
Jose Fonseca Silva

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PA 7000032420

RICHARD E. SALEEBY
RONALD RANSIER (Ret.)
T. GRAF BUCKENMAIER, JR.

LAW OFFICES
SALEEBY RANSIER, P.A.
359 S. COUNTY ROAD
PALM BEACH, FLORIDA 33480-4494

TELEPHONE (407) 655-5766

FORT LAUDERDALE OFFICE
(305) 428-0409

of counsel
BERNARD E. KAYWELL (Ret.)

PLEASE REPLY TO

April 7, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Robert J. Anderson, M.D., P.A.

Dear Sir:

Enclosed please find a check in the amount of \$122.50 and copies of the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8½ x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (407) 655-5766.

I thank you for your courtesy and cooperation in this matter.

Most sincerely,

Richard E. Saleeby

Richard E. Saleeby

RES/nel
Enclosures

700002187437-58
FBI, Fort Lauderdale
***122.50 ***122.50

4/10/97

ARTICLE XIII - INDEX:

EFFECTIVE DATE

4/7/97

97 APR 10 PM 11:00

- (*1) Robert J. Anderson, M.D., P.A. :Name. ¶I
- (*2) 3370 Burns Rd., Ste 206, Palm Beach Gardens, FL 33410 :Principal Office Address. ¶I
- (*3) 3370 Burns Rd., Ste. 206, Palm Beach Gardens, FL 33410 :Mailing Address. ¶I
- (*4) The Professional Service Corporation Act :Applicable Statute of Incorporation. ¶II
- (*5) Rendering to the public the same professional services as a duly licensed Medical Doctor is authorized to render. :Specific Business or Licensed-Certified Professional. ¶II
- (*6) upon the execution of these Articles of Incorporation, otherwise upon filing :Commencement of Corporate Existence. ¶III
- (*7) Robert J. Anderson, M.D. :Name of Registered Agent ¶IV
- (*8) 3370 Burns Rd., Ste. 206 :Address of Registered Office. ¶IV
- Palm Beach Gardens, FL 33410
- (*9) 1 :Number of Initial Directors. ¶V
- (*10) 750 :Number of Authorized Shares. ¶VI
- (*11) \$10.00 Par Value :Par Value or no Par Value. ¶VI
- (*12) Common :Class of Shares. ¶VI
- (*13) Robert J. Anderson, M.D. :Name(s) and address(es) of each Incorporator. ¶VII
- 3370 Burns Rd., Ste 206
- Palm Beach Gardens, FL 33410
- (*14) Robert J. Anderson, M.D. :Name(s) and address(es) of each Member of the Initial Board of Directors. ¶VII
- 3370 Burns Rd., Ste. 206
- Palm Beach Gardens, FL 33410
- (*15) --- :Preemptive Rights. ¶X
- (*16) --- :Cumulative Voting. ¶X
- (*17) --- :Special Provisions. ¶XII

(*7) [Signature]
Acceptance by Registered Agent ¶XI

[Signature]
Incorporator

Date: April 7, 1997
Articles Executed

Incorporator

Incorporator

Incorporator

ARTICLES OF INCORPORATION

ARTICLE I - EXECUTION: The undersigned Incorporator(s) hereby execute(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the Corporate name (*1) and at the principal office address (*2) and having its mailing address (*3) as stated in Article XIII.

ARTICLE II - PURPOSE AND OBJECT: The Corporation is formed, pursuant to the specific Law (*4) and for the purpose(s) or object(s) (*5) as stated in Article XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*6) as stated in Article XIII, provided that all of the requirements of the law are met. However, Corporate existence shall not begin sooner than 5 days prior to filing with the Secretary of State.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*7) and the street address of the Registered Office (*8) are stated in Article XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*9) if any, is stated in Article XIII. The number of Members of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*10), whether such shares shall be Par Value, no Par Value, or Stated Value (*11), and class of shares (*12), are stated in Article XIII.

ARTICLE VII - INCORPORATORS AND DIRECTORS: The name and address of each Incorporator (*13) and the name and address of each Member of the initial Board of Directors (*14) are stated in Article XIII.

ARTICLE VIII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred by the laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract and/or tort (and with respect to criminal action or proceeding, if the Party had no reasonable cause to believe his or her conduct was unlawful), other than an action by, or in the right of, the Corporation, because he or she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he or she acted in good faith and in a manner, he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such amounts shall be advanced by the Corporation according to Law prior to final resolution or judgment.

ARTICLE X - GENERAL: The Shareholders shall not have a preemptive right to acquire unissued shares of the Corporation or securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*15) in Article XIII. Cumulative voting shall not be permitted, unless otherwise stated (*16) in Article XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named as Registered Agent (whether Individual or Corporation) (*7) which is stated in Article XIII agrees: to act as the initial Registered Agent at the Registered Office, and as such, to accept Service of Process; to keep the Registered Office open during reasonable business hours; to maintain the name(s) and address(es) of any other Officer(s) of the Corporation who are authorized by Law to accept Service of Process; and to comply with the provisions of all statutes relating to the proper and complete performance of the duties as Registered Agent by signing these Articles of Incorporation as evidence of his or her familiarity with and acceptance of the obligations and duties of the position as Registered Agent.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions, if any, are stated at (*17) in Article XIII.