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4/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GENIUS III CORP.

AUDIT NUMBER.....H97000006835

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 4/28/97

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ARTICLES OF INCORPORATION
OF
GENIUS III CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:
GENIUS III CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:
4410 SW 133 AVE.
MIAMI, FLORIDA 33175,
and the name of the initial Registered Agent for the corporation at that address is JOAQUIN CONEJERO.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnifi-

Rene J. Claraveza (305) 595-3020

6965 SW 117th Ave Miami FL 33183

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EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA

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ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

JOAQUIN CONEJERO

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

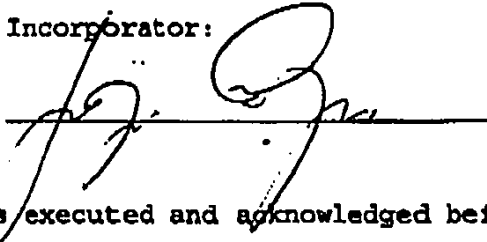
JOAQUIN CONEJERO
4410 SW 133 AVE.
MIAMI, FLORIDA 33175

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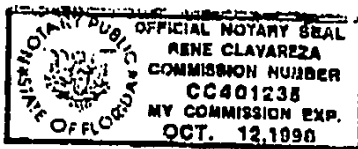
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24TH day of APRIL, 1997.

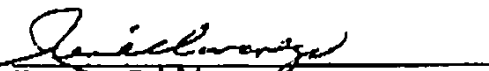
Incorporator:



The foregoing instrument was executed and acknowledged before me at Miami, County of Dade, State of Florida, this 24 day of APR 24 1997, 1997 by Joaquin Conejero ("Incorporator"), who is personally known to me ~~XXXXXXXXXXXXXXXXXXXX~~ XXXXXXXXXXXXXXXXXXXX ~~XXXXXXXXXXXXXXXXXXXX~~ and who ~~did~~/did not take an oath.

(SEAL)




Notary Public
State of _____
My Commission Expires: _____

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**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of FLORIDA. GENIUS III CORP., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at:

4410 SW 133 AVE.
MIAMI, FLORIDA 33175

JOAQUIN CONEJERO has named:

JOAQUIN CONEJERO

4410 SW 133 AVE.

MIAMI, FLORIDA 33175

as its Agent to accept service of process within this State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE :

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

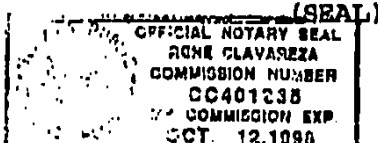
Registered Agent

BEFORE ME, the undersigned authority, this day personally appeared

JOAQUIN CONEJERO ("Registered Agent"), at Miami
County of Dade, State of Florida, who is personally
known to me ~~SIXTHS ENEWEDXXXXXXXXXXXXXXXDAS XXXXXKXKKKXXKXX~~
~~HIT~~ did not take an oath and who, after being duly sworn, depos-
es and says that the facts and matters contained above are true and cor-
rect, and that he has executed the same for the purposes expressed here-
in.

19 WITNESS my hand and official seal this _____ day of APR 24 1997.

Notary Public
State of _____
My Commission Expires: _____



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