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FLORIDA DIVISION 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~~ LUIS
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: SARAH HOLDINGS INC.
AUDIT NUMBER.....H97000006921
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Sarah Holdings Inc.

Article II. Address

The mailing address of the Corporation is:
Sarah Holdings Inc.
c/o 1054 Kane Concourse
Bay Harbor FL 33154

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Sally N. Sawh, Esq.
Law Offices of Sally N. Sawh, P.A.
1054 Kane Concourse
Bay Harbor FL 33154

Article IV. Board of Directors

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

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. 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 applicable law.

Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor FL 33154
305-865-1224

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Article V. Capital Stock

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

Article VI. Incorporator

The name and address of the incorporator is:

Sally N. Sawh
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor FL 33154

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 28, 1997

The undersigned incorporator executed these Articles of Incorporation on
April 28, 1997



SALLY N. SAWH
by L.A. Uriarte as attorney-in-fact

Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor FL 33154
305-865-1224

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

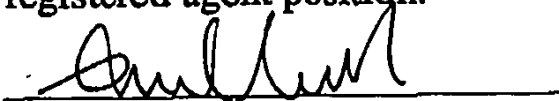
CORPORATION:

Sarah Holdings Inc.

REGISTERED AGENT/OFFICE:

Sally N. Sawh, Esq.
Law Offices of Sally N. Sawh, P.A.
1054 Kane Concourse
Bay Harbor FL 33154

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.



Sally N. Sawh, Esq.
by L.A. Uriarte as attorney-in-fact

Date: April 28, 1997

Sally N. Sawh 1 FL Bar Member 086436
Law Offices of Sally N. Sawh
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