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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: ~~JORDY C RODRIGUEZ~~ LMS
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: OPHELIA CORPORATION
AUDIT NUMBER.....H97000006996
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:
Ophelia Corporation

Article II. Address

The mailing address of the Corporation is:
Ophelia Corporation
c/o 200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

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.

Jan Carson Cheezem | FL Bar Member 335193
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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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:

Jan Carson Cheezem
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 29, 1997

The undersigned incorporator executed these Articles of Incorporation on
April 29, 1997



JAN CARSON CHEEZEM
by L.A. Uriarte as attorney-in-fact

Jan Carson Cheezem | FL Bar Member 335193
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Ophelia Corporation

REGISTERED AGENT/OFFICE:

Rossz Fiu Corporation

200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

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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.



Rossz Fiu Corporation
Jan Carson Cheezem, President
by L.A. Uriarte as attorney-in-fact

Date: April 29, 1997

Jan Carson Cheezem | FL Bar Member 335193
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