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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: S.G.F. INTERNATIONAL, INC.

AUDIT NUMBER.....H97000009989

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

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Articles of Incorporation
of
S.G.F. International, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is S.G.F. International, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$0.01	Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is One Biscayne Tower, Suite 3580, Two South Biscayne Blvd., Miami, County of Dade, and the name of its registered agent at such address is Ronald A. Marini.

Ronald A. Marini, Esquire
2 S. Biscayne Blvd., Suite 3580
Miami, Fla 33131
Fla Bar #334422 (305)374.4424

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ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

S.G.F. International, Inc.
23 Collins Ave #1403
Miami Beach, Florida 33139

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Simonetta Frollini
23 Collins Ave #1403
Miami Beach, Florida 33139

ARTICLE VII

INCORPORATOR

The name of the Incorporator is Ronald A. Marini and the address of the Incorporator is One Biscayne Tower, Suite 3580, Two South Biscayne Blvd., Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of June, 1997.


Ronald A. Marini, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, S.G.F. International, Inc. has named Ronald A. Marini, located at Suite 3580, One Biscayne Tower, Two South Biscayne Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Ronald A. Marini hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 17th day of June, 1997.

REGISTERED AGENT:

By:

Ronald A. Marini

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