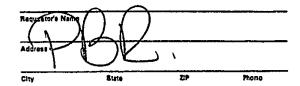
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ARTICLES OF INCORPORATION SKYLAR II COMPANY

We, the undersigned, have executed the following document as incorporators of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SKYLAR II COMPANY.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing of the date of the filling of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 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 shall have the right to purchase his prorata 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 PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1213 Lake Avenue, #108, Lake Worth, Florida 33460; and the mailing address of the corporation is: 532 North Palm Way, Lake Worth, Florida 33460 and the name of the initial registered agent of this corporation at that address is BARBARA R. BOUTROS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial Board of Directors of this corporation are:

Name:

BARBARA R. BOUTROS

Title:

President

Address: 532 North Palm Way

Lake Worth, FL 33460

Name:

MAGDY Z. BOUTROS

Title: Address:

Vice President 532 North Palm Way

Lake Worth, FL 33460

ARTICLE VIII - INCORPORATOR

The names and addresses of the persons signing these Articles is:

Name: Address: BARBARA R. BOUTROS

532 North Palm Way Lake Worth, FL 33460

Name: Address: MAGDY Z. BOUTROS

532 North Palm Way Lake Worth, FL 33460

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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 ZH day of July, 1997.

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BARBARA R. BOUTROS and MAGDY Z. BOUTROS, who produced valid Florida drivers license's as identification and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed such Articles of Incorporation.

IN WITNESS WHEREOF, Thay e hereunto set my hand and affixed my official seal in the State and County aforesaid, this day of July, 1997.

My commission Expires

JOHN W. CATROLET Public, My Comm Exp. 11/28/98

Bonded By Service Ins No. CC423183

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, SKYLAR II COMPANY., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1213 LAKE AVENUE, #108, LAKE WORTH, STATE OF FLORIDA, HAS NAMED BARBARA R. BOUTROS, LOCATED AT 532 NORTH PALM WAY, LAKE WORTH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Lashnus

TITLE:

President

DATE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY

SIGNATURE.

DATE:

DUTIES.

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