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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 072450003255

CONTACT: RAY STORMONT

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AME: CANDEL, INC.

AUDIT NUMBER.....H97000011632

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
CANDEL, INC.

The undersigned incorporator forms a corporation for profit under Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation is:

CANDEL, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation shall engage in the business of

The corporation shall engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The corporation has the authority to issue 500 shares of common stock, one class only. The par value of each share of common stock is \$1.00.

ARTICLE V

The street address of the corporation's initial registered office is:

10700 North Kendall Drive, Suite 203
Miami, Florida 33176

Prepared by:

SHELDON L. GOTTLIEB, ESQ.
10700 N. KENDALL DR. #203
MIAMI, FL 33176 (305) 273-8731

FBN. 371947

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The name of its initial registered agent at such address is:

Sheldon L. Gottlieb, Esq.

The initial place of business of the corporation shall be:

12914 S.W. 133 Court, Suite D
Miami, FL 33186

ARTICLE VI

The corporation shall have no less than one director(s). The name and address of the person who is to serve as director(s) on the initial board of directors is:

Charles Anudu
12914 S.W. 133 Court, Suite B
Miami, FL 33185
President

ARTICLE VII

The name and address of the incorporator is:

Sheldon L. Gottlieb
10700 North Kendall Drive, Suite 203
Miami, Florida 33176

IN WITNESS WHEREOF the undersigned incorporator executed these Articles of Incorporation on the 16 day of July, 1997.

SHRILDON L. GOTTLIEB

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
SHELDON L. GOTTLEB, who, after being first duly sworn, deposes and
says:

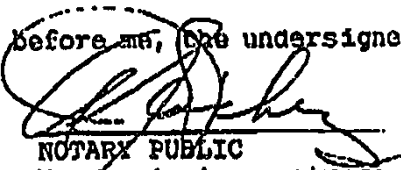
1. That he is the incorporator of the above-named corporation.

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2. The contents of the foregoing Articles of Incorporation
are true and correct.

SWORN TO and subscribed before me, the undersigned authority,
this 16 day of July, 1997.


NOTARY PUBLIC
My commission expires:



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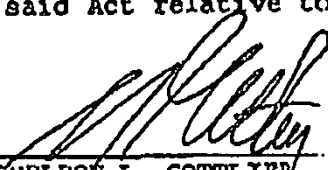
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Chapter 607,
Florida Statutes.

CANDEL, INC., desiring to organize under the laws of the State
of Florida, has named Sheldon L. Gottlieb, Esq., located at 10700
North Kendall Drive, Suite 203, Miami, Dade County, Florida, as its
registered agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above-
named corporation, at the registered office designated in this
Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open
said office.


SHELDON L. GOTTLIEB
Registered Agent

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