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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

Luic

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ARCHER FANTIS INC.

AUDIT NUMBER.....H97000011864

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

7-21-97

The name of this Florida corporation is:
Archer Fantis Inc.

Article II. Address

The mailing address of the Corporation is:
Archer Fantis Inc.
c/o 200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Richard A. Wood, Esq.
c/o 200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article IV. Board of Directors

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

Richard A. Wood

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.

Richard A. Wood | FL Bar Member 657093
Keith, Mack, Lewis, et al
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value zero per share.

Article VI. Incorporator

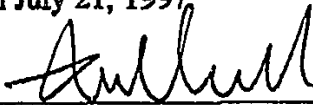
The name and address of the incorporator is:

Richard A. Wood
Keith, Mack, Lewis, et al
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 21, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 21, 1997.



RICHARD A. WOOD
by L.A. Uriarte as attorney-in-fact

Richard A. Wood | FL Bar Member 657093
Keith, Mack, Lewis, et al
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7805

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Archer Fantis Inc.

REGISTERED AGENT/OFFICE:

**Richard A. Wood, Esq.
c/o 200 South Biscayne Boulevard, 20th Floor
Miami FL 33131**

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.



**RICHARD A. WOOD, ESQ.
by L.A. Uriarte as attorney-in-fact**

Date: July 21, 1997

**Richard A. Wood | FL Bar Member 657093
Keith, Mack, Lewis, et al
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7605**

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