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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: JONATHAN C. RODRIGUEZ *Brian Fong*
PHONE: (305) 672-0686 FAX #: (305) 672-9110

NAME: GREENLEAF VENTURES, INC.
AUDIT NUMBER.....H97000012278
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Greenleaf Ventures, Inc.

Article II. Address

The mailing address of the Corporation is:
Greenleaf Ventures, Inc.
One Boca Place
2255 Glades Road, Suite 324A
Boca Raton FL 33431

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Stuart E. Bloch
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article IV. Board of Directors

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

David A. Wallace
Timothy L. Stocksdaile
Michael Taylor

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.

Stuart E. Bloch I FL Bar Member 886459
Bloch & Minerloy, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
561-362-6699

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

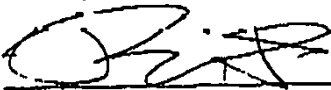
The name and address of the incorporator is:

Stuart E. Bloch
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 28, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 28, 1997.



STUART E. BLOCH
Brian R. Pons as attorney-in-fact

Stuart E. Bloch | FL Bar Member 886459
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

Greenleaf Ventures, Inc.

REGISTERED AGENT/OFFICE:

**Stuart E. Bloch
980 North Federal Highway, Suite 205
Boca Raton FL 33432**

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.



STUART E. BLOCH

Brian R. Fons as attorney-in-fact

Date: July 28, 1997

**Stuart E. Bloch | FL Bar Member 886459
Bloch & Minerley, P.L.
980 North Federal Highway, Suite 205
Boca Raton FL 33432
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