

5 CONTACT: **F970000 W6 586**

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UCC FILING & SEARCH SERVICES, INC.
(Requestor's Name)

526 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 Sierrabel Inc. (Corporation Name) _____ (Document #) _____
- 2 _____ (Corporation Name) _____ (Document #) _____
- 3 _____ (Corporation Name) _____ (Document #) _____
- 4 _____ (Corporation Name) _____ (Document #) _____

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 97 JUL 21 AM 10:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RUSH

- Walk In
- Mail Out
- Will Wait
- Photocopy
- Pick Up Time

K.R. AUG 01 1997
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K.R. JUL 22 1997

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS
- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R A, Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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PICKUP BY
UCC SERVICES**

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1997

UCC FILING & SEARCH SERVICES, INC.
526 EAST PARK AVE
TALLAHASSEE, FL 32301

SUBJECT: SIERRABEL INC.
Ref. Number: W97000016794

We have received your document for SIERRABEL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 997A00037015

corrected 7.31
Please backdate.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SIERRABEL INC.

THE UNDERSIGNED INCORPORATOR, being of the age of eighteen years or over, for the purpose of forming a corporation under the Florida Business Corporation Act does hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:

SIERRABEL INC.

SECOND: The purposes or purpose for which it is formed are:

To engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law provided that the corporation is not formed to engage in any act or activity which requires the approval or consent of any state official, department, board, agency or other body without such approval or consent first being obtained.

THIRD: The aggregate number of shares which the corporation shall have the authority to issue is:

10,000 shares without par value

FOURTH: The office of the Corporation in the State of Florida in the County of Palm Beach shall be located at:

c/o zum Tobel & Ling, LLP
5301 N. Federal Highway
Suite 165
Boca Raton, FL 33487

FIFTH: The name and address of the initial registered agent of the Corporation upon whom process against the Corporation may be served is:

zum Tobel & Ling, LLP
5301 N. Federal Highway
Suite 165
Boca Raton, FL 33487

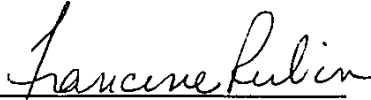
SIXTH: The name and address of the incorporator to these Articles of Incorporation is:

Francine Rubin
14215 D Nesting Way
Delray Beach, FL 33484

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, except as otherwise provided by law.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed these Articles of Incorporation and affirmed it as true under the penalties of perjury.

Dated: Toronto, Ontario, Canada
July 2, 1997


Francine Rubin
Francine Rubin
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

The name of the corporation is:

SIERRABEL INC.

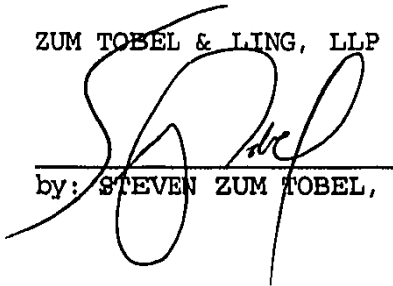
The name and address of the registered agent and office is:

zum Tobel & Ling, LLP
5301 N. Federal Highway
Suite 165
Boca Raton, FL 33487

Having been named the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in the capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: Boca Raton, Florida
July 2, 1997

ZUM TOBEL & LING, LLP


by: STEVEN ZUM TOBEL, Partner