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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: ~~JOHN A. KIRK~~ *Greg Kuroda*

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: BLUEGENESIS COMMUNICATIONS, INC.

AUDIT NUMBER.....H97000014996

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

CERT. OF STATUS...1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
BlueGenesis Communications, Inc.

Article II. Address

The mailing address of the Corporation is:
BlueGenesis Communications, Inc.
1901 Brickell Avenue, Suite 1001
Miami FL 33129

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Timothy Weeks
1901 Brickell Avenue, Suite 1001
Miami FL 33129

Article IV. Board of Directors

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

Timothy Weeks
Lynn Hilt

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.

James A. Gale | FL Bar Member 371726
Feldman, Gale & Weber
100 SE 2nd Street, Suite 3850
Miami FL 33131
305-358-5001

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

James A. Gale, Esquire
Feldman, Gale & Weber
100 SE 2nd Street, Suite 3850
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 10, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 10, 1997.



JAMES A. GALE, ESQUIRE
by Greg K. Kuroda as attorney-in-fact.

James A. Gale | FL Bar Member 371726
Feldman, Gale & Weber
100 SE 2nd Street, Suite 3850
Miami FL 33131
305-358-5001

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


BlueGenesis Communications, Inc.

REGISTERED AGENT/OFFICE:

Timothy Weeks
1901 Brickell Avenue, Suite 1001
Miami FL 33129

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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.


TIMOTHY WEEKS

by Greg K. Kuroda as attorney-in-fact

Date: September 10, 1997

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