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FLORIDA DIVISION OF CORPORATIONS  
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EFFECTIVE DATE

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((H97000016100 4))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004

CONTACT: ~~JOHNNY C. RODRIQUEZ~~ Kara O'Donnell FAX #: (305)672-9110

PHONE: (305)672-0686

NAME: CHURCH & CRAWFORD, LTD., INC.

AUDIT NUMBER.....H97000016100

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

CERT. OF STATUS...1 PAGES..... 4

CERT. COPIES.....0 DEL.METHOD.. FAX

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Miami Beach FL 33139

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**EFFECTIVE DATE**  
9-26-97

**Article I. Name**

The name of this Florida corporation is:  
Church & Crawford, Ltd., Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Church & Crawford, Ltd., Inc.  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480.

**Article III. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Don Mintmire  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480

**Article IV. Board of Directors**

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

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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Donald F. Mintmire | FL Bar Member 402435  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480  
561-832-5898

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 1,000,000 shares of common stock, par value \$.0001 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on September 26, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 26, 1997.

  
\_\_\_\_\_  
DONALD F. MINTMIRE  
Kara O'Donnell as attorney-in-fact

Donald F. Mintmire | FL Bar Member 402435  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480  
561-832-5698

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

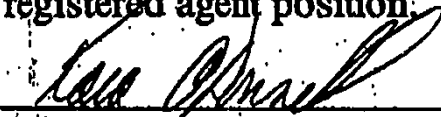
**Church & Crawford, Ltd., Inc.**

**REGISTERED AGENT/OFFICE:**

**Don Mintmire  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480**

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TALLAHASSEE, FLORIDA

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.



**DON MINTMIRE**  
Kara O'Donnell as attorney-in-fact

**Date: September 26, 1997**

**Donald F. Mintmire | FL Bar Member 402435  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach FL 33480  
561-832-5696**

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