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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.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: COV INC.

AUDIT NUMBER.....H97000016226

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:
COV INC.

Article II. Address

The mailing address of the Corporation is:
COV INC.
4411 Bee Ridge Road, Suite 254
Sarasota FL 34233

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Thomas F. Brown
4411 Bee Ridge Road, Suite 254
Sarasota FL 34233

Article IV. Board of Directors

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

William A. Farrington
Thomas F. Brown
Len Y. Chung, PhD

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.

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-8266
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 30, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 30, 1997.


CORPORATE CREATIONS INTERNATIONAL INC.

Greg K. Kuroda Vice President

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(305) 672-0686

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FROM

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MIAMI OFFICE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
COV INC.

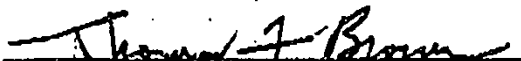
REGISTERED AGENT/OFFICE:
Thomas F. Brown
4411 Bee Ridge Road, Suite 254
Sarasota FL 34233

TALLAHASSEE, FLORIDA

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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.


THOMAS F. BROWN

Date: September 30, 1997

Corporate Creations International, Inc.
8865 North Military Trail - Suite 202D
Palm Beach Gardens FL 33410-6288
(305) 672-0688

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