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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHNNY C. RODRIGUEZ~~ *Luis*

PHONE: (305) 672-0686

EFFECTIVE DATE

FAX #: (305) 672-9110

NAME: ZEITGEIST LTD., INC.

AUDIT NUMBER.....H97000016605

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

CERT. OF STATUS..1

PAGES..... 4 (5)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1997

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: ZEITGEIST LTD., INC.
REF: W97000022850

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

CAN'T USE LTD. IN NAME THAT IS SUFFIX FOR A LIMITED PARTNERSHIP.,

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

10-16-97

Article I. Name

The name of this Florida corporation is:
Zeitgeist Limited, Inc.

Article II. Address

The mailing address of the Corporation is:
Zeitgeist Limited, Inc.
c/o 1054 Kane Concourse
Bay Harbor Islands FL 33154

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Sally N. Sawh
c/o 1054 Kane Concourse
Bay Harbor Islands FL 33154

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

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.

Sally N. Sawh I FL Bar Member 088436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

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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

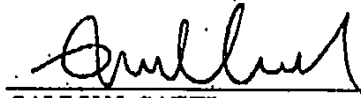
The name and address of the incorporator is:

Sally N. Sawh
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 6, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 7, 1997.



SALLY N. SAWH
by L.A. Uriarte as attorney-in-fact

Sally N. Sawh | FL Bar Member 088436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154
305-865-1224

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Zeitgeist Limited, Inc.

REGISTERED AGENT/OFFICE:

**Sally N. Sawh
c/o 1054 Kane Concourse
Bay Harbor Islands FL 33154**

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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.



SALLY N. SAWH

by L.A. Uriarte as attorney-in-fact

Date: October 7, 1997

**Sally N. Sawh | FL Bar Member 086436
Law Offices of Sally N. Sawh
1054 Kane Concourse
Bay Harbor Islands FL 33154
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