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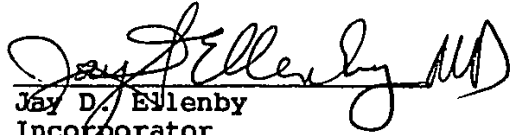
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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****122.50 ****122.50

Re: Incorporation of Ellenby & Avianca Development Co., Inc.

Enclosed please find an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles. A check for \$122.50 is enclosed.


Jay D. Ellenby
Incorporator
2845 Aventura Blvd., Suite 114
Miami, Fl. 33180
(305) 933-6033

FILED
97 OCT -9 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELLENBY & AVIANCA DEVELOPMENT CO., Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Ellenby & Avianca Development Co., Inc.

ARTICLE II

The principal place of business and mailing address of the corporation shall be 2845 Aventura Blvd., Suite 114, Miami, Fl. 33180.

ARTICLE III

The corporation shall have the authority to issue 750,000 shares of common stock, par value \$.01 (1 cent) per share.

ARTICLE IV

The corporation elects to have preemptive rights.

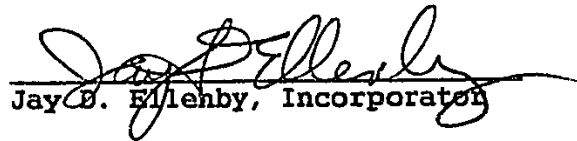
ARTICLE V

The name and address of the initial registered agent is: Jay D. Ellenby, M.D., 2845 Aventura Blvd., Suite 114, Aventura, Fl. 33180.

ARTICLE VI

The name and address of the incorporator to these Articles of Incorporation is: Jay D. Ellenby, M.D., 2845 Aventura Blvd., Suite 114, Aventura, Fl. 33180.

The undersigned has executed these Articles of Incorporation this 10th day of April, 1995.


Jay D. Ellenby, Incorporator

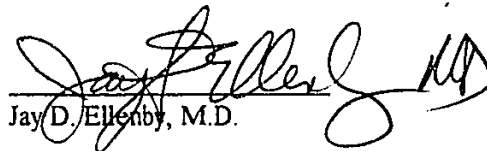
DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating a registered office/registered agent in the State of Florida.

1. The name of the corporation is Ellenby & Avianca Development Co., Inc.
2. The name of the registered agent is Jay D. Ellenby, M.D.
3. The address of the registered agent is 2845 Aventura Blvd., Suite 114, Miami, Florida 33180.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jay D. Ellenby, M.D.

April 10, 1995

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TALLAHASSEE, FLORIDA