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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#: 110432003053

CONTACT: JG ~~WILLIAMS~~ *Gray Knack*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ASSET CONVERSION, INC.

AUDIT NUMBER.....H97000017047

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:
Asset Conversion, Inc.

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Asset Conversion, Inc.
204 River Park Drive
Jupiter FL 33477

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Randy L. Fridkis
204 River Park Drive
Jupiter FL 33477

Article IV. Board of Directors

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

Randy L. Fridkis

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.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0686

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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:
Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 14, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 14, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0886

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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TALLAHASSEE, FLORIDA

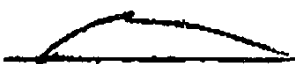
CORPORATION:

Asset Conversion, Inc.

REGISTERED AGENT/OFFICE:

Randy L. Fridkis
204 River Park Drive
Jupiter FL 33477

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.


RANDY L. FRIDKIS

Date: October 14, 1997

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 872-0685

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