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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INGRAHAM CORPORATION

AUDIT NUMBER.....H97000018144

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

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SUBJECT: INGREHAM CORPORATION
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ARTICLES OF INCORPORATION OF
INGRAHAM CORPORATION

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is: INGRAHAM CORPORATION.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE SIX - ADDRESS

LAW OFFICES OF
EDWARD C. VINING, JR.
25 S.E. SECOND AVENUE
SUITE 527, INGRAHAM BUILDING
MIAMI, FLORIDA 33131
FBN No. 038672
(305) 374-7684

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The initial address of the principal office of this corporation is: 7436 S.W. 117 Avenue, Suite 128, Miami, Florida 33183.

ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws. The name and address of the initial Director of this corporation is:

CONSTANTINO S. GUERRERO
7436 S.W. 117 Avenue
Suite 128
Miami, Florida 33183

ARTICLE EIGHT - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
CONSTANTINO S. GUERRERO	7436 S.W. 117 Avenue Suite 128 Miami, Florida 33183

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
CONSTANTINO S. GUERRERO	7436 S.W. 117 Avenue Suite 128 Miami, Florida 33183

ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former

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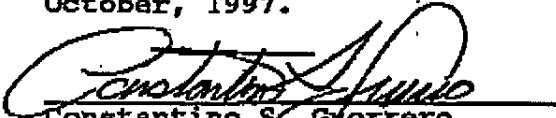
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Officer or Director, to the fullest extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 30 day of October, 1997.


Constantino S. Guerrero
7436 S.W. 117 Avenue
Suite 128
Miami, Florida 33183
As Incorporator


Constantino S. Guerrero
7436 S.W. 117 Avenue
Suite 128
Miami, Florida 33183
As Registered Agent

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

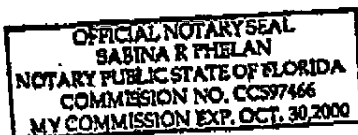
BEFORE ME, the undersigned authority, personally appeared, CONSTANTINO S. GUERRERO, to be the person who subscribed to the foregoing Articles of Incorporation of INGRAHAM CORPORATION, and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 30 day of October, 1997.

My commission expires:


NOTARY PUBLIC
State of Florida at Large

(☒) Personally known, or () Produced ID: _____



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CERTIFICATE OF REGISTERED AGENT

OF

INGRAHAM CORPORATION


In pursuance of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That INGRAHAM CORPORATION is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, and has named CONSTANTINO S. GUERRERO whose address is 7436 S.W. 117 Avenue, Suite 128, Miami, Florida 33183 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 30 day of October, 1997.


Constantino S. Guerrero
7436 S.W. 117 Avenue
Suite 128
Miami, Florida 33183

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