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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~SCOTT C. ROSENBERG~~ *Gary K. Knode*
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: THE EUCLID GROUP, INC.
AUDIT NUMBER.....H97000019427
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

11-19-97

The name of this Florida corporation is:
The Euclid Group, Inc.

Article II. Address

The mailing address of the Corporation is:
The Euclid Group, Inc.
46 SW 1st Street, 3rd Floor
Miami FL 33130

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jeffrey S. Bass
46 SW 1st Street, 3rd Floor
Miami FL 33130

Article IV. Board of Directors

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

Jeffrey S. Bass
John K. Shubin

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.

Jeffrey Bass | FL Bar Member 962279
Shubin & Bass
46 SW 1st Street, 3rd Floor
Miami FL 33130
305-381-6060

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Article V. Capital Stock

The Corporation shall have the authority to issue 20 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jeffrey Bass
Shubin & Bass
46 SW 1st Street, 3rd Floor
Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 19, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 20, 1997.



JEFFREY BASS

by G.K. Kuroda as attorney-in-fact

Jeffrey Bass | FL Bar Member 962279
Shubin & Bass
46 SW 1st Street, 3rd Floor
Miami FL 33130
305-381-6060

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The Euclid Group, Inc.

REGISTERED AGENT/OFFICE:

**Jeffrey S. Bass
46 SW 1st Street, 3rd Floor
Miami FL 33130**

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.



JEFFREY S. BASS

by G.K. Kuroda as attorney-in-fact

Date: November 20, 1997

**Jeffrey Bass | FL Bar Member 962279
Shubin & Bass
46 SW 1st Street, 3rd Floor
Miami FL 33130
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