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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JULIUS C ROBLESTE

PHONE: (305)672-0686

C-y Kuruda

FAX #: (305)672-9110

NAME: THE ELBERON FOUNDATION, INC.

AUDIT NUMBER..... H97000020206

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

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EFFECTIVE DATE

ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is: The Elberon Foundation, Inc.

Article II. Address

The mailing address of the Corporation is: The Elberon Foundation, Inc. 350 South County Road, Suite #201 Palm Beach FL 33480

EFFECTIVE DATE

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Corporate Creations Enterprises Inc. 4521 PGA Boulevard #211 Palm Beach Gardens FL 33418

Article IV. Board of Directors

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

Tod Tuckerman

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. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 8, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 8, 1997.

CORPORATE CREATIONS INTERNATIONAL INC

Grey, & Kuroda Visa President

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

PILED STATE OF STATE OF STATE OF CORPORATIONS 97 DEC -9 AM 8: 05

CORPORATION:

The Elberon Foundation, Inc.

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Timporate Createons Enterprises Inc. 4521 PGA Boulevard #211 Palm Beach Gardens FL 33418

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.

CORPORATE CREATIONS ENTERPRISES INC.

Greg K. Kuroda, Vice President

Date: December 8, 1997

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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