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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: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: API INDUSTRIES, INC.

AUDIT NUMBER.....H97000020406

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

CERT. OF STATUS..1

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
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Article I. Name

The name of this Florida corporation is:
API Industries, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
API Industries, Inc.
c/o 250 Bird Road, Suite 216
Coral Gables FL 33146

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Joseph B. Ryan
c/o 250 Bird Road, Suite 216
Coral Gables FL 33146

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

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.

Joseph B. Ryan I FL Bar Member 338273
Joseph B. Ryan III, P.A.
250 Bird Road, Suite 216
Coral Gables FL 33146
305-444-4949

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

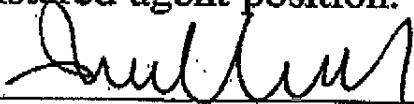
CORPORATION:

API Industries, Inc.

REGISTERED AGENT/OFFICE:

Joseph B. Ryan
c/o 250 Bird Road, Suite 216
Coral Gables FL 33146

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.



JOSEPH B. RYAN

by L.A. Uriarte as attorney-in-fact

Date: 12/11/97

Joseph B. Ryan | FL Bar Member 338273
Joseph B. Ryan III, P.A.
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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:

Joseph B. Ryan
Joseph B. Ryan III, P.A.
250 Bird Road, Suite 216
Coral Gables FL 33146

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 10, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 11, 1997.



JOSEPH B. RYAN
by L.A. Uriarte as attorney-in-fact

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TALLAHASSEE, FLORIDA

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