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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SILVERWOOD INVESTMENTS, INC.
AUDIT NUMBER.....H97000020404
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
Of
Silverwood Investments, Inc.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: Silverwood Investments, Inc.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

Wilgard E. Gruber
809 McArthur Avenue
Lehigh Acres, Florida 33972

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

809 McArthur Avenue
Lehigh Acres, Florida 33972

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be two (1) initially. The name and street address of the initial Director is:

Wilgard E. Gruber
809 McArthur Avenue
Lehigh Acres, Florida 33972

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

Wilgard E. Gruber
809 McArthur Avenue
Lehigh Acres, Florida 33972

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

Wilgard E. Gruber
809 McArthur Avenue
Lehigh Acres, Florida 33972

ARTICLE IX: AMENDMENTS

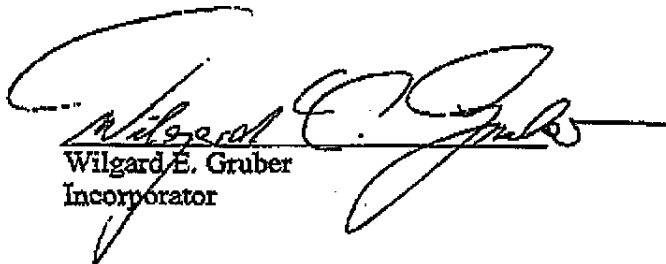
This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
10th DAY OF DECEMBER, 1997.


Wilgard E. Gruber
Incorporator

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320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

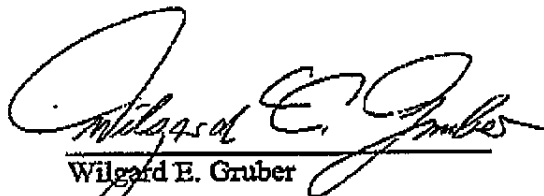
The name of this corporation is: Terramar Management, Inc.

The name and address of the Registered Agent and Registered Office is:

Wilgard E. Gruber
809 McArthur Avenue
Lehigh Acres, Florida 33972

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: December 10, 1997


Wilgard E. Gruber

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TALLAHASSEE, FLORIDA

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