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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: ~~JOSEPH S. ROSENBERG~~ *Grb*
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: SYSTEM OF FLORIDA, INC.
AUDIT NUMBER.....H97000021500
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Systeam of Florida, Inc.

Article II. Address

The mailing address of the Corporation is:
Systeam of Florida, Inc.
7700 North Kendall Drive, Suite 303
Miami FL 33156

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Samuel "Clay" Reiner
7700 North Kendall Drive, Suite 303
Miami FL 33156

Article IV. Board of Directors

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

Abelardo Blanco
Crescencio Ruiz
Eduardo Llado

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.

Samuel "Clay" Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156
305-279-1168

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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.

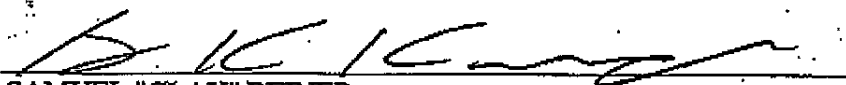
Article VI. Incorporator

The name and address of the incorporator is:
Samuel "Clay" Reiner
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 30, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 31, 1997.



SAMUEL "CLAY" REINER
by G. K. Kuroda as attorney-in-fact

Samuel "Clay" Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156
305-279-1166

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

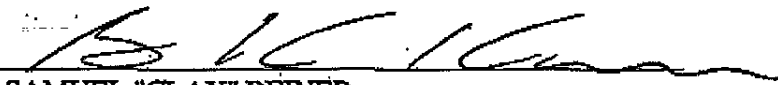
CORPORATION:

Systeam of Florida, Inc.

REGISTERED AGENT/OFFICE:

**Samuel "Clay" Reiner
7700 North Kendall Drive, Suite 303
Miami FL 33156**

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.



**SAMUEL "CLAY" REINER
by G. K. Kuroda as attorney-in-fact**

Date: 12/31/97

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**Samuel "Clay" Reiner | FL Bar Member 501549
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