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STEPHANIE AYRES
2426 S.W. CAMEO BLVD.
PORT ST LUCIE FL 34953

December 30, 1997

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*****70.00 *****70.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee FL 32314

Dear Sir or Madam:

Enclosed please find the necessary documents for the corporate registration of THE
CHIAVE CORPORATION, along with a check in the amount of \$70.00 in payment of
the following items:

Articles of incorporation fee-----\$35.00
Consent of registered agent----- 35.00
\$70.00

I have enclosed an additional photocopy of both documents. Please return these to me at
the above address with the filing date stamped on them.

Thank you,

Stephanie Ayres

STEPHANIE AYRES

FILED
98 JAN -2 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
THE CHIAVE CORPORATION,
A BUSINESS/STOCK CORPORATION

FILED
98 JAN -2 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is THE CHIAVE CORPORATION.

The business and mailing address of the corporation is 2255 GLADES ROAD, SUITE 324 ATRIUM, BOCA RATON, FLORIDA 33431

The duration of the corporation is perpetual.

The corporation has been organized to transact any and all lawful business for which corporations may be incorporated in this state.

The aggregate number of shares which the corporation shall have the authority to issue is 100,000 and the par value of each shall be \$1.00 (one dollar).

The number of directors constituting the initial board of directors is the corporation is one and her name and address is STEPHANIE AYRES, 2426 S.W. CAMEO BLVD., PORT ST LUCIE, FLORIDA 34953

The location and street address of the initial registered office is 2255 GLADES ROAD, SUITE 324 ATRIUM, BOCA RATON, (PALM BEACH COUNTY), FLORIDA 33431 and the name of its initial registered agent at such address is STEPHANIE AYRES.

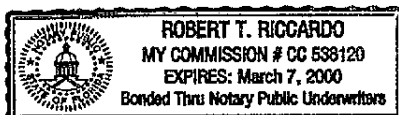
The name and address of each incorporator: STEPHANIE AYRES, 2426 S.W. CAMEO BLVD., PORT ST LUCIE, FLORIDA 34953

In witness thereof, the undersigned incorporator has executed these articles of incorporation this 30th day of December 1997

Witness Maisha Sauer Incorporator Stephanie Ayres

State of Florida
County of Palm Beach

On 12/30/97 the above person appeared before me, a notary public, and is personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that she executed the instrument.



Robert T. Riccardio
Notary

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, STEPHANIE AYRES, hereby give my consent to serve as the registered agent for THE CHIAVE CORPORATION. Having been named as registered agent and to accept service of process for the above-stated corporation at 2255 GLADES ROAD, SUITE 324 ATRIUM, BOCA RATON (PALM BEACH COUNTY) FLORIDA 33431, 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 to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

DATED 30 December 1997

Stephanie Ayres
REGISTERED AGENT SIGNATURE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA