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1/09/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: INCORPORATORS PLUS, INC.  
CONTACT: MICHAEL HELIER  
PHONE: (954)475-8484

ACCT#: 105114002375

FAX #: (954)475-1125

NAME: SIMVESTMENT GROUP, INC.

EFFECTIVE DATE

AUDIT NUMBER.....H98000000585

1-9-98

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

CERT. OF STATUS..0 PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
**Simvestment Group, Inc.,**  
a Florida corporation

The undersigned, acting as incorporator of Simvestment Group, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE  
1-9-98

The name of this Florida corporation is:

**Simvestment Group, Inc.**

ARTICLE II. ADDRESS

The corporation's mailing address is:

8781 SW 131st Street  
Miami, FL 33176

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective January 9th, 1998.

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 15786 SW 74th Street, Miami, FL 33193 and the name of the corporation's initial registered agent at that address is Marcus Simmonds.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

**Name**

Marcus Simmonds  
Monique Hamaty

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, FL 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 9th day of January, 1998

**Incorporators Plus, Inc.:**

By: Michael Gorsen  
Michael Gorsen

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

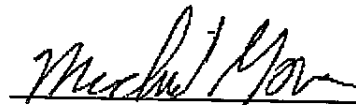
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Simvestment Group, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 15786 SW 74th Street, Miami, FL 33193, has named Marcus Simmonds, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Marcus Simmonds  
15786 SW 74th Street, Miami, FL 33193



Michael Gorsen, Attorney In Fact  
Marcus Simmonds  
Date: January, 9th 1998

Incorporators Plus, Inc.  
1214 N. University Drive  
Plantation, Florida 33322  
(954) 475-8484

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