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FLORIDA DIVISION OF CORPORATIONS
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FROM: COONEY, WARD, LESHER & DAMON, P.A.
072262000447

ACCT#:

CONTACT: STEVEN E KELLY
PHONE: (561)842-3000
(561)842-3626

FAX #:

NAME: ... STEP ABOVE INTERNATIONAL, INC.

AUDIT NUMBER.....H98000000195

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

CERT. OF STATUS..0

PAGES..... 5

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Fax Audit No. H98000000195 1

**ARTICLES OF INCORPORATION
OF
STEP ABOVE INTERNATIONAL, INC.**

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DIVISION OF CORPORATIONS
98 JAN 13 AM 9:30

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: STEP ABOVE INTERNATIONAL, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 4420 Beacon Circle, West Palm Beach, FL 33407.

Fax Audit No. H198000000195 1
Philip H. Ward, III
Bar No. 313998
Cooney, Ward, et al
4420 Beacon Circle
West Palm Beach, FL 33407
(561) 842-3000
(561) 842-3626

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ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 5000 shares of common voting stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 4420 Beacon Circle, Suite #100, West Palm Beach, Florida 33407, and the name of its initial registered agent at that address is PHILIP H. WARD, III.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Name

Address

Philip H. Ward, III

4420 Beacon Circle, Suite #100
West Palm Beach, Florida 33407

DATED this 12th day of January, 1998.

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PHILIP H. WARD, III, Incorporator
and Registered Agent

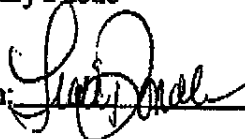
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STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, PHILIP H. WARD, III, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1998.

Notary Public

Sign: _____

State of Florida at Large
My Commission Expires:

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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**

ACKNOWLEDGMENT:

Having been named to accept service of process for STEP ABOVE INTERNATIONAL, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Date: 12th day of January, 1998.

By:


PHILIP H. WARD, III

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