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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: JOHNNY C RODRIGUEZ *Greg* FAX #: (305)672-9110
PHONE: (305)672-0686
NAME: T.L. RICE, INC.
AUDIT NUMBER.....H98000001817
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
T.L. Rice, Inc.

Article II. Address

The mailing address of the Corporation is:
T.L. Rice, 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:
Terry L. Rice
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:
Terry L. Rice

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
305-279-1166

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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.

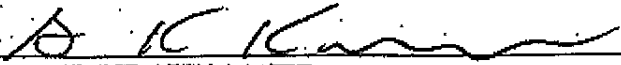
Article VI. Incorporator

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 January 28, 1998.

The undersigned incorporator executed these Articles of Incorporation on January 28, 1998.



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:

T.L. Rice, Inc.

REGISTERED AGENT/OFFICE:

Terry L. Rice

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.



TERRY L. RICE

by G.K. Kuroda as attorney-in-fact

Date: January 28, 1998

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