

CORPORATIONS DIVISION:

98 JAN 30 AM 10: 05

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

Please file the enclosed articles of incorporation and certificate of designation of registered agent/office.

Enclosed is: Enclosed is:

- An original Articles of Incorporation
- One copy of the Articles of Incorporation
- Two copies of the Articles of Incorporation
- An original Certificate of Designation of Registered Agent / Office
- A check or money order in the amount of \$ 78,75

Optional services requested:

0 No optional services are requested.

Please provide a certificate on incorporation. (\$78.75 fee is enclosed.)

- 0 Please provide a certified copy of the articles of incorporation. (An additional copy of the articles and \$122.50 fee are enclosed.)
- 0 Please provide a certified copy of the articles of incorporation and certificate of incorporation. (An additional copy of the articles and \$131.25 fee are enclosed.)

Corporate name: Cosswirth, Inc.

Incorporator's Name: Michael Wirth

Address: 560 Allendale Road, Key Biscayne, FL 33149

Daytime phone: (305) 361-8599

Please send responses or receipts concerning this filing to the above address. Thank you very much.

Date: January 13, 1998

Signature of Incorporator:

Michael Unth

P. Hall FEB - 3 1998

FILED

ARTICLES OF INCORPORATION

of Cosswirth, Inc. 98 JAN 30 AM 10:05

SECRETARY OF STATE

Pursuant to Chapter 607 of the Florida Business Corporation Act, the under Figure A Social Act these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is: Cosswirth, Inc.

Article 2. The principal place of business and mailing address of this corporation is: 1936 S.W. 16th Street, Miami, FL 33145

Article 3. The corporation is authorized to issue one class of stock, that being 10,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is: Michael Wirth 560 Allendale Road, Key Biscayne, FL 33149

Article 5. The name and street address of the incorporator of this corporation is: Michael Wirth 560 Allendale Road, Key Biscayne, FL 33149

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: January 13, 1998

Name of Incorporator: Michael Wirth

Signature of Incorporator:

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CERTIFICATE OF DESIGNATION

FILED

OF

98 JAN 30 AM 10: 05

REGISTERED OFFICE AND REGISTERED AGENT

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name: Michael Wirth

Street Address: 560 Allendale Road, Key Biscayne, FL 33149

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent: Muchael Church

Date of signature: January 12, 1998