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2/12/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLAGSHIP INVESTMENTS, INC.

AUDIT NUMBER.....H98000003005

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLAGSHIP INVESTMENTS, INC.**

ARTICLE I - NAME

The name of this corporation is FLAGSHIP INVESTMENTS, INC.

ARTICLE II - ADDRESS

The mailing address of this corporation is c/o Eduardo J. Solorzano, 6065 S.W. 116 Street,
Miami, Florida 33156.

ARTICLE III - AUTHORIZED SHARES

This Corporation is authorized to issue 1,000 shares of capital stock.

ARTICLE IV - CLASSES OF STOCK

The authorized shares of capital stock in this Corporation are not divided into classes.

ARTICLE V - SHARES IN SERIES

None of the shares of capital stock in this Corporation are to be issued in series.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Mark A. Marder. The street address of the initial registered office of this Corporation is Penthouse Five, 9400 Dadeland South,

Prepared by:
Mark A. Marder, Esquire
Fla. Bar No. 248835
Penthouse Five, 9400 Dadeland Towers
9400 South Dadeland Boulevard
Miami, Florida 33156
Tel: 305-670-8700

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Flagship Investments, Inc.
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9400 South Dadeland Boulevard, Miami, Florida 33156.

ARTICLE VIII - INITIAL DIRECTORS

The initial Board of Directors shall consist of 1 director; namely, Eduardo J. Solorzano, whose address is 6065 S.W. 116 Street, Miami, Florida 33156.

ARTICLE IX - INITIAL OFFICERS

Eduardo J. Solorzano, whose address is 6065 S.W. 116 Street, Miami, Florida 33156, shall be the initial President and Secretary of the Corporation.

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles is Mark A. Marder, Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this February 12, 1998.


MARK A. MARDER

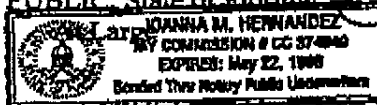
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. MARDER, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this February 12, 1998. .

My commission expires:

NOTARY PUBLIC, State of Florida



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ACCEPTANCE OF REGISTERED AGENT

I am familiar with and accept the obligations of the position of Registered Agent for the foregoing corporation; I agree as Registered Agent to accept service of process for said corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in said office as required by law.



MARK A. MARDER

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