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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: FLAGSHIP INTERNATIONAL, INC.

AUDIT NUMBER.....H98000006326

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

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1998

ACE INDUSTRIES INC

SUBJECT: FLAGSHIP INTERNATIONAL, INC.
REF: W98000007281

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Becky McKnight
Document Specialist

FAX Aud. #: H98000006326
Letter Number: 398A00017521

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H-98-6326

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Flagship International, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of sales, marketing, and consultation.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary, or desirable, in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 1 00.

Such shares shall be of a single class, and shall have a par value of ten cents (\$0. 1 0) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 2611 S.W. 3rd Street, Miami FL 33135, and the name of its initial registered agent is Nancy A. Diaz. The principal address of the corporation will be at 261 1 S.W. 3rd Street, Miami FL 33135.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

Nancy A. Diaz

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ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is one (1).
The name and address of each person who is to serve as a member of the initial Board of Directors is:

Nancy A. Diaz

2611 S.W. 3rd Street, Miami FL 33135

ARTICLE SEVEN


The name and address of each incorporator is:

Nancy A. Diaz

2611 S.W. 3rd Street, Miami FL 33135

Executed by the undersigned at Miami, Florida on March 31, 1998

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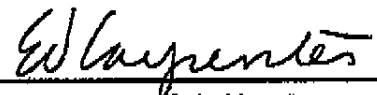
Nancy A. Diaz

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared NANCY DIAZ, to me well known and known to me to be the individual described herein, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affirmed my hand and Official Seal, at Miami, Dade County, Florida, this March 31, 1998.



Notary Public State of Florida at Large

E.V. CARPENTER
Notary Public, State of Florida
My Comm. expires Aug 3, 1999
No. CC397468

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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