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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: FINEBROOK INVESTMENTS, INC.

AUDIT NUMBER.....H98000007721

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

CERT. OF STATUS..0

PAGES.....

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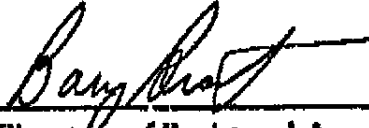
ARTICLES OF INCORPORATION

Article 1: Name of Corporation PINEBROOK INVESTMENTS, INC.
 Address of Corporation 169 EAST FLAGLER STREET, SUITE 920
MIAMI, FL 33131

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 7,500, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: BARRY BRANT
 and
 REGISTERED OFFICE: ONE S.E. THIRD AVENUE - 15th FLOOR
MIAMI, FL 33131

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


 Signature of Registered Agent

4/22/98

Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
 First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. SIONA HAYOUN

169 EAST FLAGLER STREET, SUITE 920

MIAMI, FL 33131

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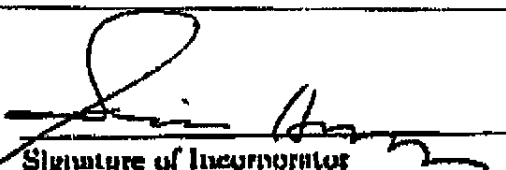
Article 5: The Name and Address of the INCORPORATOR is:

SIONA HAYOUN

169 EAST FLAGLER STREET, SUITE 920

MIAMI, FL 33131

In witness whereof, I have subscribed my name


 Signature of Incorporator

Prepared by:
 Ace Industries, Inc.
 54 NW 11th Street
 Miami, FL 33136
 (305) 358-2571

H98-7721