

6/11/98

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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: LUIS URIARTE

FAX #: (305)672-9110

PHONE: (305)672-0686

NAME: SALCO INC.

AUDIT NUMBER.....H98000010967

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
SALCO Inc.

Article II. Address

The mailing address of the Corporation is:
SALCO Inc.
100 West Cypress Creek Road
Suite 1020
Ft. Lauderdale 33309

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Sam Goldman

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.

Marc Wites | FL Bar Member 024783
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5100

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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

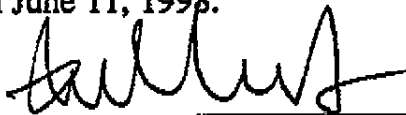
The name and address of the incorporator is:

Marc Wites
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 11, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 11, 1998.



MARC WITES
by L.A. Uriarte as attorney-in-fact

Marc Wites | FL Bar Member 024783
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5100

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

SALCO Inc.

REGISTERED AGENT/OFFICE:

**R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131**

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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.



R. LAWRENCE BONNER
by L.A. Uriarte as attorney-in-fact

Date: June 11, 1998.

**Marc Wites | FL Bar Member 024783
Homer & Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131
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