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LAZARUS CORPORATE FILING SI	ERVICE, INC.		
3320 S.W. 87th AVENUE		10000	25658815
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MIAMI, FLORIDA (305)552	-5973	*************************************	*122.50 ****122.50
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LOCAL REPRESENTATIVE TALLA	HASSEE	OFFICE USE ONLY	· .
CORPORATION NAME(S) &	DOCUMENT NUM	(BER(S) (if known):	
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NEW FILINGS	AMENDA	MENTS	
Profit	Amendment		
NonProfit	Resignation of	R.A., Officer/Director	
Limited Liability	Change of Regi	stered Agent	7
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OTHER FILNGS	REGISTRAT QUALIFICAT	ION/ ION/	PM 2: 18 OF STATE E. FLORID,
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Fictitious Name	Limited Partne	rship	1
Name Reservation	Reinstatement		
	Trademark		
	Other	/	per's Initials

ARTICLES OF INCORPORATION

98 JUN 19 PM 2: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

OWL INTERNATIONAL CORPORATION, INC.

ARTICLE I - NAME

The name of the corporation is OWL INTERNATIONAL CORPORATION, INC., 175 Fountainbleu Boulevard, Suite 2K-2, Miami, FL 33172.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 Shares of \$1.00 par value common stock.

<u> ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT</u>

The name and street address of the initial registered agent of this corporation is as follows:

PEDRO A. BELLO 175 Fountainbleu Boulevard Suite 2K-2 Miami, Florida 33172

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Director of this corporation is as follows:

President:

Vice-President/Secretary/Treasurer:

PEDRO A. BELLO

JOSE MARIA TORAL F. 175 Fountainbleu Boulevard

Suite 2K-2

Miami, FL 33172

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 X - INCORPORATOR

The name and the address of the person signing these Articles is as follows:

PEDRO A. BELLO 175 Fountainbleu Boulevard Suite 2K-2 Miami, Florida 33172

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this \ day of June, 1998. **BELLO** ACCEPTANCE BY REGISTERED AGENT HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES. DATED THIS 17 DAY OF JUNE. 1998. ROA. BELLO STATE OF FLORIDA)SS COUNTY OF DADE BEFORE ME, a notary public authorized in the State and County set forth above, personally appeared PEDRO A. BELLO, personally known to me or who has produced and who as Incorporator and Registered Agent executed the Dassport foregoing Articles of Incorporation of OWL INTERNATIONAL CORPORATION, INC. and he 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 My Commission Expires: