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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

July 15, 1998

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/17/98--01028--009
****122.50 ****122.50

Re: SURPODE & ASSOCIATES, INC.

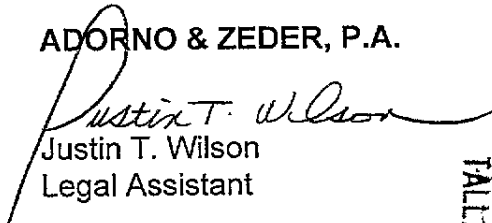
Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Justin T. Wilson
Legal Assistant

encl.

FILED
98 JUL 17 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JTW/C.LTRCOV/168309/13254.007

FORT LAUDERDALE

me 7/20/98

ARTICLES OF INCORPORATION
OF
SURPODE & ASSOCIATES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of
Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Surpode & Associates, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles
of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by
the laws of the State of Florida. The corporation shall have all of the powers vested in a
corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to
issue shall be 1,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the
Corporation shall be:

Guillermo Surpode
250-95 Street
Suite 6076
Surfside, Florida 33154

ARTICLE I

This Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Guillermo Surpode
250-95 Street
Suite 6076
Surfside, Florida 33154

Rene Ramirez
250-95 Street
Suite 6076
Surfside, Florida 33154

ARTICLE VI

The name and address of the Incorporator of the Corporation is:

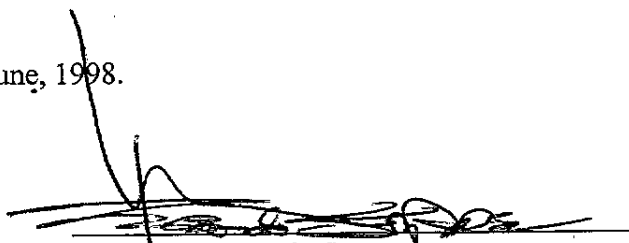
Guillermo Surpode
250-95 Street
Suite 6076
Surfside, Florida 33154

ARTICLE VII

The principal business address and mailing address of the Corporation shall be:

250-95 Street
Suite 6076
Surfside, Florida 33154

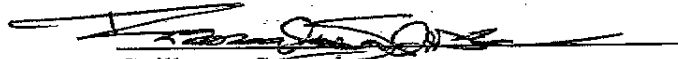
Executed at Surfside, Florida this // day of June, 1998.


Guillermo Surpode, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Surpode & Associates, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 11 day of June, 1998.


Guillermo Surpode,
Registered Agent

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98 JUL 17 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA