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GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

OUR FILE NUMBER: 18351.09

WRITER'S DIRECT DIAL NUMBER: (561) 223-2237

WRITER'S E-MAIL ADDRESS: jhiggins@gunster.com

August 6, 1998

VIA OVERNIGHT EXPRESS

EFFECTIVE DATE
8/3/98

Corporate Records
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-08/07/98--01052--001
****122.50 ****122.50

RE: Articles of Incorporation
TRILOGY INTERNATIONAL, INC.

Dear Corporate Specialist:

Enclosed are two duplicate originals of the subject Articles of Incorporation. Upon filing, please return one certified duplicate original of the Articles to the undersigned. Please note that these Articles of Incorporation are to be effective as of August 3, 1998.

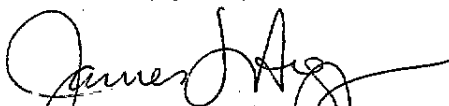
Our check in the amount of \$122.50 is enclosed as payment of the following fees:

Filing fees	\$ 35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50


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TALLAHASSEE, FLORIDA

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,


James S. Higgins, Esquire
JSH/slm
Enclosures

cc: Mr. and Mrs. Dennis Berardi (w/enclosures)
118323.1

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art X
DATE 8/12/98
DOC. EXAM. BC

**ARTICLES OF INCORPORATION
OF
TRILOGY INTERNATIONAL, INC.**

EFFECTIVE DATE
8/3/98

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is TRILOGY INTERNATIONAL, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: 1050 S.W. Chapman Way, Palm City, Florida 34990.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The effective date of this incorporation shall be August 3, 1998.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Ten Million (10,000,000) Par Value of \$0.01 Per Share shares of Class A Common having all rights and powers, specifically including the right to vote on all matters. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the

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Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII **SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX **INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 2 S. Biscayne Blvd., Suite 3400, Miami, Florida 33131, and the name of its initial registered agent at that address is Valdes-Fauli Corporate Services, Inc., 2 S. Biscayne Blvd., Suite 3400, Miami, Florida 33131.

ARTICLE X
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
James S. Higgins, Esquire	800 N.E. Monterey Commons Blvd., Suite 200 Stuart, Florida 34996

ARTICLE XII
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII
BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and

may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

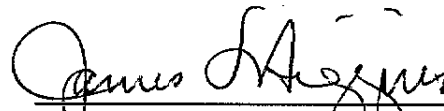
ARTICLE XIV **EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XV **SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.



James S. Higgins, Esquire, Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

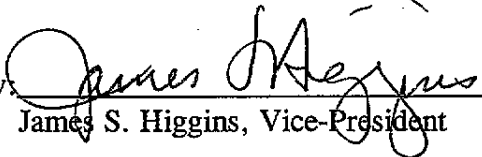
In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That TRILOGY INTERNATIONAL, INC., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Dade, 2 S. Biscayne Blvd., Suite 3400, Miami, Florida 33131, has named Valdes-Fauli Corporate Services, Inc., located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Valdes-Fauli Corporate Services, Inc., 2 S. Biscayne
Blvd., Suite 3400, Miami, Florida 33131

By: 
James S. Higgins, Vice-President

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