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**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) The Scott Group, Inc.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 1, 1998

CORPORATE ACCESS, INC.

SUBJECT: THE SCOTT GROUP, INC.  
Ref. Number: W98000020005

We have received your document for THE SCOTT GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 498A00045003

ARTICLES OF INCORPORATION  
OF  
THE CARLOS SCOTT GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: THE CARLOS SCOTT GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 13255 S.W. 88th Lane, Suite 204  
Miami, FL. 33186-1736

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000

ARTICLE IV - INITIAL REGISTERED AGENT AND  
STREET ADDRESS

The name and address of the initial registered agent is :

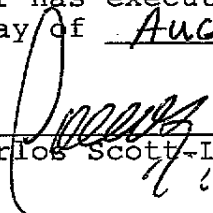
M. Lisa Presley  
2401 NE 10th Street, # 1  
Pompano Beach, FL. 33062

ARTICLE V \_ INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporators is:

Carlos Scott-Larrazabal  
13255 S.W. 88th Lane, Suite 204  
Miami, FL. 33186

The undersigned incorporator has executed these Articles of Incorporation this 30th day of AUGUST, 1998.

  
\_\_\_\_\_  
Carlos Scott-Larrazabal

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE CARLOS SCOTT GROUP, INC.
2. The name and address of the registered agent and office is:

M. Lisa Presley  
2401 NE 10th Street, # 1  
Pompano Beach, FL. 33062

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
M. Lisa Presley

DATE August 30, 1998

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