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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BRAINPOOL RESEARCH AND DEVELOPMENT, INC.

AUDIT NUMBER.....H98000016907

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

BRAINPOOL RESEARCH AND DEVELOPMENT, INC.

The undersigned incorporator, for purposes of forming a corporation under Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is BRAINPOOL Research and Development, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 1410 West 24th Street, Miami Beach, Florida 33140.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Marwin S. Cassel, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is Kay-Uwe Witte, 1410 West 24th Street, Miami Beach, Florida 33140.

THIS DOCUMENT PREPARED BY:

MARWIN S. CASSEL, P.A.
Florida Bar Number 0012713
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9420

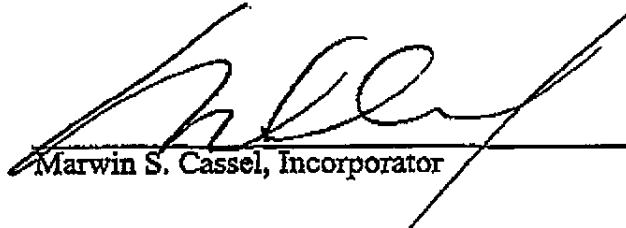
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EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10TH day of September, 1998.


Marwin S. Cassel, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
Anna Salgado, Vice President

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