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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CENTER HOLDINGS, INC.

AUDIT NUMBER.....H98000018157

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CENTER HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

Center Holdings, Inc.
785 Crandon Blvd. Tower 2, Suite 303
Key Biscayne, FL 33149

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**George G. Sirota, P.A. 200 South Biscayne Blvd. Miami, FL 33131
(305) 373-1995 FL293849**

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Tereza Cristina Dias Costa
785 Crandon Blvd. Tower 2, Suite 303
Key Biscayne, FL 33149

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Tereza Cristina Dias Costa	785 Crandon Blvd. Tower 2, Suite 303 Key Biscayne, FL 33149
Lopo Alvarez de Castro Jr.	785 Crandon Blvd. Tower 2, Suite 303 Key Biscayne, FL 33149

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

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ARTICLE VII

INCORPORATORS

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

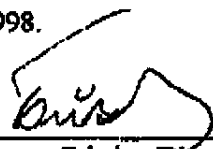
ADDRESS

Tereza Cristina Dias Costa

785 Crandon Blvd. Tower 2, Suite 303
Key Biscayne, FL 33149

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hand and seal this

29th day of September, 1998.



Tereza Cristina Dias Costa

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared **TEREZA CRISTINA DIAS COSTA**, the person described as Incorporator in the foregoing Articles of Incorporation or who presented the following identification:

FL ID# : C230-803-55-966-0

WITNESS my hand and seal at Miami, DADE County, Florida
this 27th day of September, 1998.


Notary Public
State of Florida

My Commission expires:



MARIA FATIMA SIROTA
My Commission CC580511
Expires Jun 10, 2000

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**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
TEREZA CRISTINA DIAS COSTA, as its registered Agent to accept service of
process within this State.



Tereza Cristina Dias Costa

The undersigned hereby accepts the foregoing designation as Registerent Agent
for service of process within the State of Florida, and agrees to comply with the provisions
of the law applicable to said designation.



Tereza Cristina Dias Costa

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