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10/10/98

NAME: OLIVE BAY CORP.

AUDIT NUMBER.....H98000019282

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

October 16, 1998

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ARTICLES OF INCORPORATION

OF

OLIVE BAY CORP.

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

- FIRST: The name of the Corporation is Olive Bay Corp. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is One Bayfront Plaza, 100 South Biscayne Boulevard, Suite 1100, Miami, Florida 33131.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 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: Tibor Hollo, One Bayfront Plaza, 100 South Biscayne Boulevard, Suite 1100, 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 or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Tibor Hollo
One Bayfront Plaza
100 South Biscayne Boulevard, Suite 1100
Miami, Florida 33131

PREPARED BY:
Murray D. Shear
Florida Bar Number 0073053
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400
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EIGHTH: The corporate existence of the Corporation shall commence on October 10, 1998.

NINTH: 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 9 day of October, 1998.


Tibor Hollo, 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: Martha Freeman
Martha Freeman, Assistant Secretary

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