

Friday, December 4, 1998

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Rochford Overseas Inc.

Certificate of Status	1
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Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Rochford Overseas Inc.

Article II. Address

The mailing address of the Corporation is:
Rochford Overseas Inc.
C/O Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue, Suite 2150
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue, Suite 2150
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

James M. Meyer

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

James M. Meyer I FL Bar Member 818216
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

James M. Meyer
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 4, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 4, 1998.


JAMES M. MEYER

by G.K. Kuroda as attorney-in-fact

James M. Meyer | FL Bar Member 818216
Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue
Suite 2150
Miami FL 33131
305-416-6800

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Rochford Overseas Inc.

REGISTERED AGENT/OFFICE:

**Adams, Gallinar, Iglesias & Meyer, P.A.
701 Brickell Avenue, Suite 2150
Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ADAMS, GALLINAR, IGLESIAS & MEYER, P.A.
James M. Meyer, Assistant Secretary

Date: December 4, 1998.

James M. Meyer | FL Bar Member 818216
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