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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

NORTHERN EQUINOX, INC.

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ARTICLES OF INCORPORATION

OF

NORTHERN EQUINOX, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation is Northern Equinox, Inc., a Florida corporation.

ARTICLE II - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon execution of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 1005 Shore Lane, Miami Beach, FL 33141, and the name of its initial registered agent at such address is Jaime Izquierdo. The principal office and mailing address of the corporation is 1005 Shore Lane, Miami Beach, FL 33141.

This instrument prepared by:

Daniel E. Jonas, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 309850
Tel: (305) 868-8829

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2907-558 (503) FAX (305) 868-7821 TEL (305) 868-8829

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ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who are to serve as members of the initial Board of Directors is as follows:

Jaime Izquierdo
1005 Shore Lane
Miami Beach, FL 33141

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

Jaime Izquierdo
1005 Shore Lane
Miami Beach, FL 33141

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 19th day of December, 1998.

JAI ME LOU ERDO

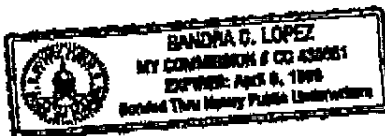
STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Jaime Izquierdo, who acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 19th day of December, 1998, and who did take an oath.

Notary Public at Large, State of Florida
My commission expires:




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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, JAIME IZQUIERDO, and hereby acknowledges his appointment as the registered agent of NORTHERN EQUINOX, INC., a Florida corporation, and he is familiar with, and accepts, the obligations of that position.


 JAIME IZQUIERDO

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