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ATTORNEYS AT LAW

112 SOUTH HIBISCUS ISLAND

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\* ADMITTED IN FLORIDA AND BRAZIL  
+ ADMITTED IN FLORIDA AND NEW YORK  
\* ADMITTED IN FLORIDA AND BEFORE THE  
U.S. PATENT AND TRADEMARK OFFICE

January 6, 1999

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: THREE FOUNTAINS, INC.

800002743978--7  
-01/15/99--01002-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

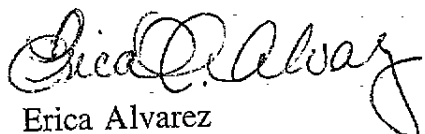
Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm. A preliminary search by your office has indicated that the name is available.

Also enclosed is a check for \$122.50 to cover the costs of the filing fee as well as the cost of one certified copy of the articles, and a stamped return envelope.

Thank you very much.

Sincerely yours,



Erica Alvarez  
Legal Assistant

FILED  
99 JAN 15 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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w@796  
BC

ARTICLES OF INCORPORATION OF  
THREE FOUNTAINS, INC.

FILED  
99 JAN 15 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is THREE FOUNTAINS, INC.

ARTICLE II  
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) Shares of stock, at \$1.00 par value.

ARTICLE IV  
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Max Langen, 112 South Hibiscus Island, Miami Beach, FL. 33139

ARTICLE V  
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

112 South Hibiscus Island  
Miami Beach, FL. 33139

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director/incorporator of the corporation and his address is:

Max Langen  
112 South Hibiscus Island  
Miami Beach, FL. 33139

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles is:

Max Langen  
112 S. Hibiscus Dr.  
Miami Beach, FL 33139

ARTICLE VIII  
INDEMNIFICATION

The corporation shall indemnify any officer, Incorporator or Director or any former officer, Incorporator or Director, to the full extent permitted by law.

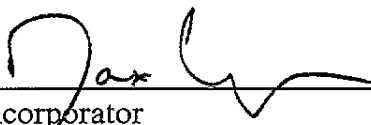
ARTICLE IX  
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X  
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 19th day of December, 1998.

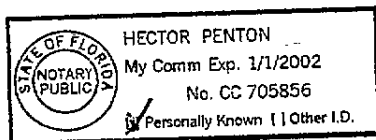
  
\_\_\_\_\_  
Incorporator  
Max Langen

STATE OF FLORIDA     )

COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 19th day of December, 1998, by Max Langen who is:

☒ personally known to me; or  
      \_\_\_\_\_ has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.



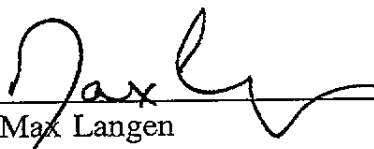
  
\_\_\_\_\_  
Notary Public, Florida

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent of THREE FOUNTAINS, INC.

This acceptance is dated the 19th day of December, 1998.

  
Max Langen

CONSENT TO CORPORATE ACTION OF  
THREE FOUNTAINS, INC.

Max Langen, being the sole director/incorporator of the corporation THREE FOUNTAINS, INC. hereby waives notice of a meeting of the directors and consents to and adopts the following as actions of the corporation as of the date set forth below:

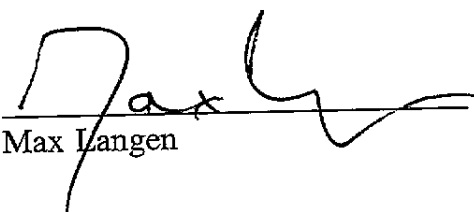
1. RESOLVED, that the officers of the corporation shall be as follows:

President:	Max Langen
Secretary:	Max Langen
Treasurer:	Max Langen

2. RESOLVED, that Max Langen resigns as incorporator.

3. RESOLVED, that the corporation shall open a bank account at a bank chosen by one of the officers and that the corporation hereby adopts any resolution required by said institution. Each officer shall be authorized to sign checks on the account signing individually.

Date: December 19, 1998

  
Max Langen

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99 JAN 15 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA