

Thursday, January 28, 1999

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Division of Corporations

Page: 1

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.

Executive Management Co.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Executive Management Co.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Executive Management Co.
c/o R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Tom Kennedy
Mark Dym

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.

R. Lawrence Bonner | FL Bar Member 304328
Homer & Bonner, P.A.
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5100

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

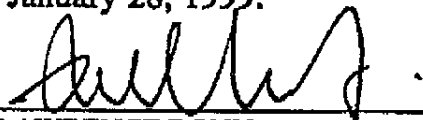
The name and address of the incorporator is:

R. Lawrence Bonner
Homer & Bonner, P.A.
100 SE 2nd Street, Suite 3400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 28, 1999.

The undersigned incorporator executed these Articles of Incorporation on January 28, 1999.



R. LAWRENCE BONNER
by L.A. Uriarte as attorney-in-fact

R. Lawrence Bonner | FL Bar Member 304328
Homer & Bonner, P.A.
100 SE 2nd Street, Suite 3400
Miami FL 33131
305-350-5100

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Executive Management Co.

REGISTERED AGENT/OFFICE:

R. Lawrence Bonner
100 SE 2nd Street, Suite 3400
Miami FL 33131

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.



R. LAWRENCE BONNER
by L.A. Uriarte as attorney-in-fact

Date: January 28, 1999.

R. Lawrence Bonner | FL Bar Member 304328
Homer & Bonner, P.A.
100 SE 2nd Street, Suite 3400
Miami FL 33131
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