



THE UNITED STATES
CORPORATION
COMPANY

P9900040481

FILED

99 MAY -4 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 227275 4303929

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 78.75

ORDER DATE : May 4, 1999

ORDER TIME : 12:37 PM

ORDER NO. : 227275-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

500002862445-5

DOMESTIC FILING

NAME: ANTARES HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
99 MAY -4 PM 1:43
DIVISION OF CORPORATION

DK S/5/99

ARTICLES OF INCORPORATION

OF

ANTARES HOLDINGS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is ANTARES HOLDINGS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2950 S.W. 27th Avenue, Suite 110, Miami, Florida 33133.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2950 S.W. 27th Avenue, Suite 110, City of Miami, County of Miami-Dade, State of Florida 33133, and the name of its initial registered agent at such office is Marco Possati.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the

initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Marco Possati
2950 S.W. 27th Avenue, Suite 110
Miami, Florida 33133

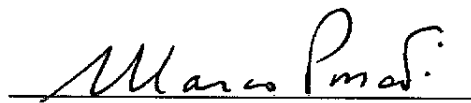
ARTICLE VII

The name of the Incorporator is Marco Possati and the address of the Incorporator is 2950 S.W. 27th Avenue, Suite 110, Miami, Florida 33133.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of April, 1999.



Marco Possati - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ANTARES HOLDINGS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Marco Possati
Marco Possati - Registered Agent

Dated: 4-29-99, 1999

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