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ADMITTED IN FLORIDA AND NEW YORK

OF COUNSEL:

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ADMITTED IN NEW YORK AND
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NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
30TH FLOOR
MIAMI, FLORIDA 33132

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April 28, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: *SHADOWMAN, INC.*

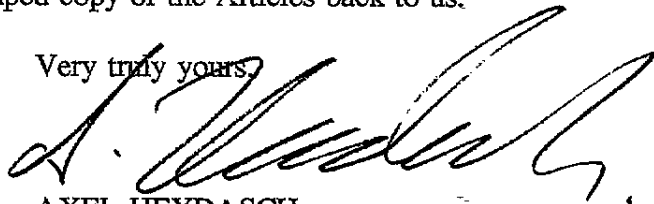
Dear Sir/Madam:

000002860300--9
-05/03/99-01096--018
*****70.00 *****70.00

Enclosed please find Two (2) copies of the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

AH:av
Enclosures

FILED
99 MAY -3 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 07 1999

**ARTICLES OF INCORPORATION
OF
SHADOWMAN, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHADOWMAN, INC.

The address of the principal office of this corporation shall be 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) par value share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be attorney Axel Heydasch, 100 North Biscayne Boulevard, 30th Floor, New World Tower, Miami, Florida 33132.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. DIRECTORS

The name and address of the initial Director of this corporation who shall hold office for the first year until his successor is chosen, shall be:

**Heinrich Edelmann
Postfach 19 01 44
50498 Köln
Germany**

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

Director/President/Secretary: **Heinrich Edelmann
Postfach 19 01 44
50498 Köln
Germany**

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**Axel Heydasch, P.A.
New World Tower
100 North Biscayne Boulevard
30th Floor
Miami, Florida 33132-2305**


ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

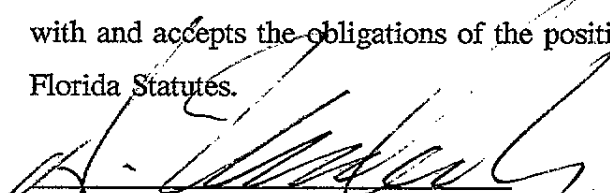
The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 27 day of April, 1999.


Axel Heydasch
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is New World Tower, 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132-2305, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.


Axel Heydasch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA