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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : BIZCORP INTERNATIONAL INC.
Account Number : I19990000093
Phone : (561)776-2277
Fax Number : (561)776-2266

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AMELIA HOLDINGS INC.

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

5/13/99

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: AMELIA HOLDINGS INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

140 Intracoastal Point Dr.
3rd Floor
Jupiter, FL 33477

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock, no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alfred Ingram
140 Intracoastal Point Dr.
3rd Floor
Jupiter, FL 33477

Stephen Levy
292 S. County Rd., #500
Palm Beach, FL 33480
(561) 776-2277

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ARTICLE V - INITIAL DIRECTOR(S)

The names and addresses of the initial members of the corporation's Board of Directors are:

Alfred Ingram
140 Intracoastal Point Dr.
3rd Floor
Jupiter, FL 33477

ARTICLE VI - INCORPORATOR

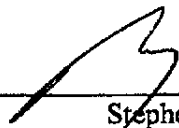
The name and street address of the incorporator to these Articles of Incorporation is:

BIZCORP INTERNATIONAL INC.
292 S. County Road
Suite 500
Palm Beach, FL 33480

The undersigned incorporator has executed these Articles of Incorporation this 11th day of May, 1999.

BIZCORP INTERNATIONAL INC.

By: _____



Stephen Levy
(President)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: **AMELIA HOLDINGS INC.**
2. The name and address of the registered agent and office is:

Alfred Ingram
140 Intracoastal Point Dr.
3rd Floor
Jupiter, FL 33477

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Alfred Ingram

5/11/99
(Date)

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TALLAHASSEE, FLORIDA

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