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Atilla Babacan
7 Southeast 13th Street
Suite 700
Fort Lauderdale, FL 33316

FILED
99 JUN 24 PM 5: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 23, 1999

TRANSMITTAL LETTER

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

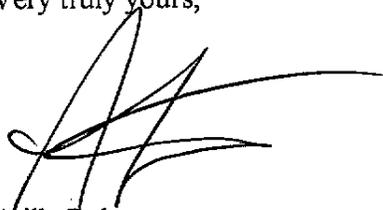
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*****87.50 *****87.50

Re: Atilla Babacan, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for \$87.50 which covers the Filing Fee, Certificate of Status, and Certified Copy.

Very truly yours,



Atilla Babacan

ARTICLES OF INCORPORATION
OF

ATILLA BABACAN, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as subscriber of a corporation under the Florida Corporation Law, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is:

ATILLA BABACAN, INC.

ARTICLE II

The principal place of business of the corporation shall be situated at:

7 Southeast 13th Street, Suite 700,
Fort Lauderdale, FL 33316

ARTICLE III

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The period of its duration is *perpetual*, unless sooner dissolved according to law.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is *Five hundred (500) shares* of capital stock, all of one class, with a par value of \$1.00.

ARTICLE VI

The Incorporator is the promoter of the Corporation.

ARTICLE VII

The initial number of directors comprising the Board of Directors is 1. The name and address of whom is:

Atilla Babacan
7 Southeast 13th Street, Suite 700
Fort Lauderdale, FL 33316

ARTICLE VIII

The street address of the initial registered office of this corporation is:

7 Southeast 13th Street, Suite 700
Fort Lauderdale, FL 33316

and the initial registered agent of this corporation is Atilla Babacan, whose address is:

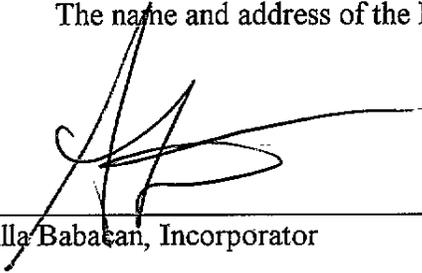
7 Southeast 13th Street, Suite 700
Fort Lauderdale, FL 33316

ARTICLE IX

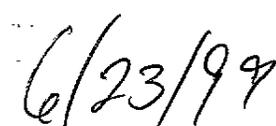
The Corporation, Atilla Babacan, Inc., shall at all times indemnify its officers, agents, shareholders, and directors of any and all civil liabilities incurred by its activities to the fullest extent that the Law permits.

ARTICLE X

The name and address of the Incorporator of to these articles of incorporation is:



Atilla Babacan, Incorporator

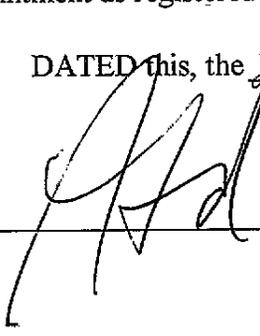


Date

APPOINTMENT OF CORPORATE AGENT

PURSUANT to the provisions of Florida Corporation Law, I, *Atila Babacan* representing *Atila Babacan, Inc.*, do hereby authorize for the corporation and accept appointment as registered agent.

DATED this, the 23rd day of June, 1999.



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS CAN BE SERVED.**

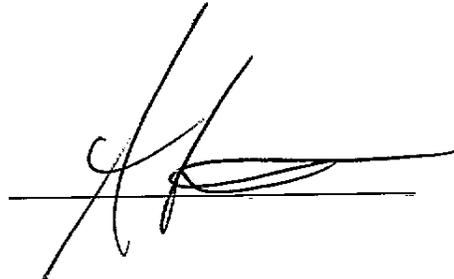
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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act.

FIRST that *Atilla Babacan, Inc.*, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles in the State of Florida, County of Broward, has named *Atilla Babacan*, of 7 Southeast 13th Street, Suite 700, Fort Lauderdale, Florida 33316 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to be 'Atilla Babacan', written over a horizontal line.