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**DONALD M. DARRACH**  
ATTORNEY AT LAW  
1401 BRICKELL AVENUE,  
SUITE 510  
MIAMI, FLORIDA 33131

FILED  
99 JUL -9 PM 6:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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July 6, 1999

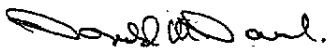
Florida Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find the Articles of Incorporation for AK Ventures, Inc. A check is also enclosed for both the filing fee as well as the return of a certified copy.

If you should have any questions, please call Rebecca Osorio at (305) 673-9400.

Very truly yours,



Donald M. Darrach

**ARTICLES OF INCORPORATION**  
**OF**  
**AK VENTURES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is: AK VENTURES, INC.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

Prepared by: Donald M. Darrach, Esq.  
1401 Brickell Avenue, Suite 510  
Miami, Florida 33131  
(305) 673-9400

**ARTICLE V. REGISTERED AGENT**

The Registered Agent of this Corporation and the address of the registered office in the State of Florida shall be:

Donald M. Darrach  
1401 Brickell Avenue, Suite 510  
Miami, Florida 33131

The Board of Directors, may from time to time, move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. CORPORATE ADDRESS**

The initial Corporate address of the corporation in the State of Florida shall be:

1401 Brickell Avenue, Suite 510  
Miami, Florida 33131

**ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII. INITIAL DIRECTOR**

The name of the initial director of this Corporation and his address is:

Donald M. Darrach  
1401 Brickell Avenue, Suite 510  
Miami, Florida 33131

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX, INITIAL OFFICERS**

The name of the initial officer of this Corporation and his address is:

Donald M. Darrach  
President/Secretary  
1401 Brickell Avenue, Suite 510  
Miami, Florida 33131

**ARTICLE X. INCORPORATION**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Donald M. Darrach  
1401 Brickell Avenue, Suite 510  
Miami, Florida 33131

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 6<sup>th</sup> day of July, 1999.

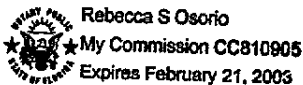
  
Donald M. Darrach

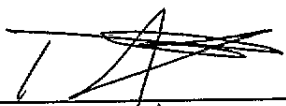
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared Donald M. Darrach, who is personally known to me and did take an oath, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Miami-Dade County, Florida, this 6<sup>th</sup> day of July, 1999...



  
\_\_\_\_\_  
Notary Public, State of Florida

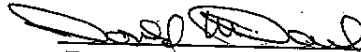
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Florida Statutes, the following is submitted in compliance with said Statutes:

That AK Ventures, Inc., desiring to organize under the laws of the State of Florida, with its initial corporate office at 1401 Brickell Avenue, Suite 510, Miami, Florida 33131, appoints Donald M. Darrach, as its agent to accept service of process within this State at 1401 Brickell Avenue, Suite 510, Miami, Florida 33131.

**ACKNOWLEDGMENT**

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

  
Donald M. Darrach

**FILED**  
**99 JUL - 9 PM 9:12**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**