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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CEREVA, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

CEREVA, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

CEREVA, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

CEREVA, INC.
1149 S.W. 27TH AVENUE
STE 201
MIAMI, FL. 33135

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TALLAHASSEE, FLORIDA

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ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 10,000 SHARES OF COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT:

CARLOS D. CEDEIRA
SSN 059-86-5276
1550 BRICKELL AVENUE
APT 1514B
MIAMI, FL 33129

VI-PRESIDENT/SECRETARY:

GUSTAVO H. VALDEZ
9201 COLLINS AVE
APT 605
MIAMI BEACH, FL 33154

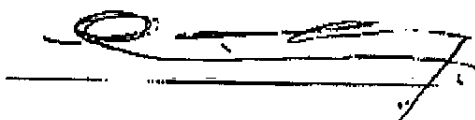
ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

CARLOS D. CEDEIRA
SSN 059-86-5276
1550 BRICKELL AVENUE
APT 1514B
MIAMI, FL 33129

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS AUGUST 16, 1999.

SIGNATURE OF INCORPORATOR

A handwritten signature in dark ink, appearing to read 'CARLOS D. CEDEIRA', is written over a horizontal line. The signature is stylized with a large, looped initial 'C'.

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

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

1. THE NAME OF THE CORPORATION IS:

CEREVA, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

CARLOS D. CEDEIRA
SSN 059-86-5276
1550 BRICKELL AVENUE
APT 1514B
MIAMI, FL. 33129

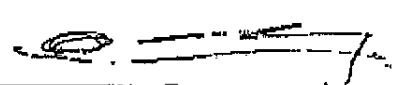
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SIGNATURE: 

CARLOS D. CEDEIRA

DATE: AUGUST 15, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND
AGREED 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.


CARLOS D. CEDEIRA

DATE: AUGUST 16, 1999