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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SCM GROUP, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

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Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
99 OCT 13 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
99 OCT 13 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN OCT 13 1999

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**SCM GROUP, INC.**

**FILED**  
99 OCT 13 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**SCM GROUP, INC.**

Its principal place of business and/or mailing address shall be:

**1013 OBISPO AVENUE  
SUITE A  
CORAL GABLES, FLORIDA 33134**

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**

**TERMS OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

**710 SOUTH DIXIE HIGHWAY  
CORAL GABLES, FLORIDA 33146**

The name of the initial registered agent of this Corporation at that address shall be:

**FERNANDO S. ARAN**

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**JUELENE S. BECK  
1013 OBISPO AVENUE, SUITE A  
CORAL GABLES, FLORIDA**

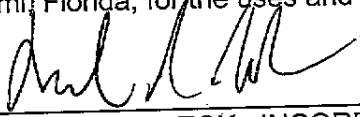
**CHRIS MARRIOTT  
1013 OBISPO AVENUE, SUITE A  
CORAL GABLES, FLORIDA**

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

**JUELENE S. BECK  
1013 OBISPO AVENUE, SUITE A  
CORAL GABLES, FLORIDA**

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 12 day of October, 1999.

  
JUELENE S. BECK, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

THE FOREGOING instrument was acknowledged before me this 12<sup>th</sup> day of October, 1999, by JUELENE S. BECK, who is personally known to me or who has produced the following as identification: \_\_\_\_\_ and who did/did not take an oath.

  
Notary Public, State of Florida

Melissa Horvutiner  
Name of Notary, Typed/Printed

CC740083  
Commission Number  
My Commission Expires:



Melissa Horvutiner  
My Commission CC740083  
Expires May 6, 2002

DESIGNATION AND ACCEPTANCE

OF

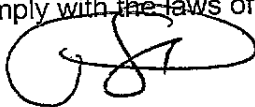
REGISTERED AGENT

FILED  
99 OCT 13 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SCM GROUP, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 SOUTH DIXIE HIGHWAY, CORAL GABLES, FLORIDA, and has named FERNANDO S. ARAN, located thereat as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
JUELENE S. BECK, INCORPORATION

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
FERNANDO S. ARAN, REGISTERED AGENT