

Division of Corporations

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**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****SEPHIA HOLDING, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**SEPHIA HOLDING, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is: SEPHIA HOLDING, INC.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of the common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

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**H99000030095****ARTICLE IV**

The amount of capital with which the corporation shall begin business shall not be less than \$1,000.00.

**ARTICLE V**

The corporation shall have perpetual existence.

**ARTICLE VI**

The initial street address of the principal office of the corporation, in the State of Florida is:

c/o Ricardo E. Pines, P.A.  
3301 Ponce de Leon Blvd., Suite 200  
Coral Gables, FL 33134

The board of directors may, from time to time, move the principal office to any other address.

**ARTICLE VII**

The corporation shall have one director initially. The number of directors may be increased from time to time by the ByLaws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action

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alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firm or corporation, provided that the fact he/she is so interested shall be disclosed or shall have been known to the Board of Directors or members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

#### ARTICLE VIII

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

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Felix Valencia Maldonado  
c/o Ricardo E. Pines, P.A.  
3301 Ponce de Leon Blvd., Suite 200  
Coral Gables, FL 33134

DIRECTOR

Felix Valencia Maldonado

OFFICERS

President	To be appointed
Treasurer	To be appointed
Vice-President	To be appointed
Secretary	To be appointed

ARTICLE IX

This corporation shall designate Ricardo E. Pines, P.A. with offices located at: 3301 Ponce de Leon Blvd., Suite #200, Coral Gables, Florida 33134 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

ARTICLE X

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

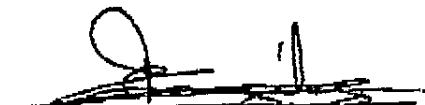
Primo E. Gonzalez  
c/o Ricardo E. Pines, P.A.  
3301 Ponce de Leon Blvd., Suite 200  
Coral Gables, FL 33134

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provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by 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 WHEREOF, the undersigned has set his hand and seal at Miami, Dade County, Florida this 11th day of June, 1999.

  
Primo E. Gonzalez  
Incorporator

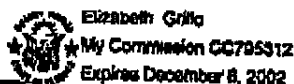
STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, Primo E. Gonzalez, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Miami, Dade County, Florida this 9 day of September, 1999.

  
Notary Public, State of  
Florida at Large



(print name)

My Commission Expires:

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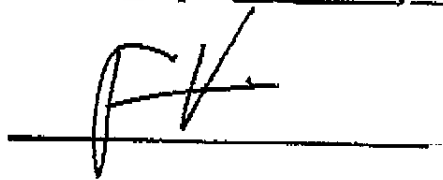
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA, NAMING AN AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes the following is submitted:

That SEPHIA HOLDING, INC., desiring to qualify under the laws of the State of Florida, with its principal office at: 3301 Ponce de Leon Blvd., Suite 200, Coral Gables, FL 33134, has named RICARDO E. PINES, P.A., 3301 PONCE DELEON BLVD., SUITE 200, CORAL GABLES, FLORIDA, 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 9 day of SEPT, 1999.



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