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MACFARLANE FERGUSON

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((H02000232159 2)))

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FLORIDA PROFIT CORPORATION OR P.A.

3X2, INC.

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FAX AUDIT NO. H02000232159 2 5

2002 DEC 2 11 08:45
CLERK OF THE STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
3X2, INC.

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

ARTICLE I

NAME

The name of this corporation is 3X2, INC..

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and mailing address of the Corporation is 400 North Tampa Street, Suite 2300, Tampa, Florida 33602.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

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ARTICLE IV

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to manage and develop real property and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 2,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges, except that 1,000 of such shares shall be voting common and the other 1,000 shares shall be non-voting common.

Each of the voting common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings, and all of the common shares, both voting and non-voting, shall participate equally in the assets and earnings of the Corporation, conferring upon each holder identical rights to distribution and liquidation proceeds.

All common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

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ARTICLE VI

INITIAL REGISTERED OFFICE

*The street address of the initial registered office of the Corporation is 400 North Tampa Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is **DAVID M. BOGGS**.*

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles is:

DAVID M. BOGGS
400 North Tampa Street, Suite 2300
Tampa, Florida 33602

ARTICLE VIII

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

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*IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day
of December, 2002.*

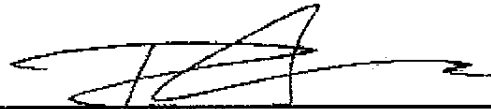


DAVID M. BOGGS, as Incorporator

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FAX AUDIT NO.: H02000232159 2**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been designated as Registered Agent of 3X2, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.



DAVID M. BOGGS
Registered Agent
400 North Tampa Street
Suite 2300
Tampa, Florida 33602
(813) 273-4200

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TALLAHASSEE FLORIDA

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