

Division of Corporations

Page 1 of 1

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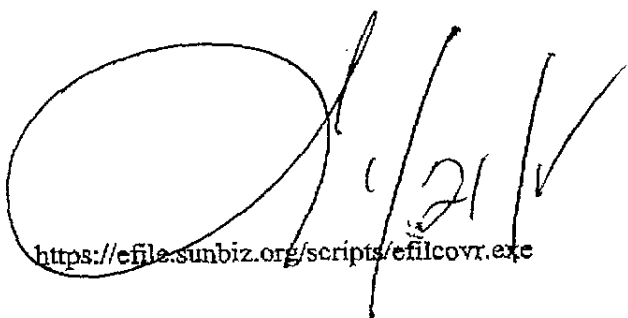
**FLORIDA PROFIT CORPORATION OR P.A.**  
**INFINITY II MANAGER HOLDINGS, INC.**

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ARTICLES OF INCORPORATION  
FOR  
INFINITY II MANAGER HOLDINGS, INC.

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The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for INFINITY II MANAGER HOLDINGS, INC.

1. The name of the corporation is INFINITY II MANAGER HOLDINGS, INC.
2. The principal office address of the corporation is 2200 NW Corporate Blvd., Suite 401, Boca Raton, FL 33431.
3. The mailing address of the corporation is 2200 NW Corporate Blvd., Suite 401, Boca Raton, FL 33431.
4. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.01 per share.
5. The corporation's initial registered office is: 2200 NW Corporate Boulevard, Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
6. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	2200 NW Corporate Boulevard Suite 401 Boca Raton, Florida 33431

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8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be January 19, 2005, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on January 19, 2005.

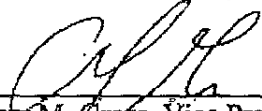
HCRM Corp., as Incorporator

By:   
Andrew M. Gross, Vice President

**ACCEPTANCE OF REGISTERED AGENT**

HCRM CORP. hereby accepts the above appointment as registered agent of INFINITY II MANAGER HOLDINGS, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By:   
Andrew M. Gross, Vice President

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