

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Surplus Capital Inc.

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ARTICLES OF INCORPORATION  
OF  
SURPLUS CAPITAL INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be Surplus Capital Inc. (hereinafter, the "Corporation").

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 400 S.E. 5<sup>th</sup> Avenue, Suite 304N, Boca Raton, Florida 33432.

ARTICLE III  
AUTHORIZED SHARES

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.

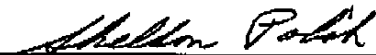
ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, Florida 33301 and the name of its initial registered agent at such address is BSPA Corporate Services, Inc.

ARTICLE V  
INCORPORATOR

The name and address of the Incorporator of the Corporation are Sheldon S. Polish, 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 8th day of December, 2006.

  
Sheldon S. Polish, Incorporator

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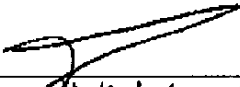
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Surplus Capital Inc. at the place designated in Article IV of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 607, F.S.

BSPA CORPORATE SERVICES, INC.

By:   
Name: Nick Ivanovich  
Title: V.P.

Dated: 12/8/06

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