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CARLTON FIELDS

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
DE PAULA CORPORATION**

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**ARTICLES OF INCORPORATION
OF
DE PAULA CORPORATION**

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is De Paula Corporation. Its principal office and mailing address is 100 SE Second Street, Suite 4000, Miami, Florida 33131, Attention: Robert B. Macaulay.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

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

The street address of the initial registered office of this Corporation shall be 4221 W. Boy Scout Boulevard, Tampa, Florida 33607, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine.

The name and address of the director constituting the initial Board of Directors is:

Name

Address

Jaime de Paula

c/o Robert B. Macaulay
100 SE Second Street
Suite 4000
Miami, Florida 33131

ARTICLE VII - INCORPORATOR

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

Name

Address

Robert B. Macaulay

100 SE Second Street
Suite 4000
Miami, Florida 33131

Dated: November 17, 2009


Robert B. Macaulay, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 17th day of November, 2009.

Registered Agent:

CFRA, LLC

By: Robert B. Macaulay
Robert B. Macaulay

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