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105562003126

ACCT#:

CONTACT: THOMAS C CAREY
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FAX #:

NAME: NEXT RECOURSE OF FLORIDA, INC.
AUDIT NUMBER.....H96000018021
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TALLAHASSEE, FLORIDA

Thomas C. Carey
Bromberg & Sunstein LLP
125 Summer St
Boston, MA 02110
(617) 443-0004

Handwritten signature and date: 12/26/96

fax audit no. H96000018021

ARTICLES OF INCORPORATION
of
NEXT RECOURSE OF FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1. NAME.

The name of the corporation is:

NEXT RECOURSE OF FLORIDA, INC.

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

ARTICLE 3. SHARES

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one million (1,000,000). The shares of stock authorized hereby shall be shares common stock, no par value per share (the "Common Stock"). Holders of the Common Stock shall have unlimited voting rights (one vote per share held), and shall be entitled to receive the net assets, pro rata in accordance with the number of shares of Common Stock that they hold, upon the dissolution of the Corporation.

ARTICLE 4. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The address of the initial registered agent is:

Pat D. Matarese
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

ARTICLE 5. INCORPORATORS:

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

Thomas C. Carey, Esq.
Bromberg & Sunstein
125 Summer Street
Boston, MA 02110
(617) 443-0004

fax audit no. H96000018021

prepared by
Thomas C. Carey
Bromberg & Sunstein LLP
125 Summer St
Boston, MA 02110

fax audit no. H96000018021

ARTICLE 6. INITIAL DIRECTORS

The name and address of the initial directors of the Corporation are:

Michael Moore
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

Samantha Moore
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

Pat Matarese
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

B. James O'Hara
1655 Palm Beach Lakes Blvd., Suite 600
W. Palm Beach, FL 33401

ARTICLE 7. OTHER LAWFUL PROVISIONS

- (a) This corporation shall not be governed by section 607.0901 of the Florida Business Corporation Act.
- (b) The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act.
- (c) No director, officer, agent or employee of the corporation may apply to any court for an order requiring the corporation to provide indemnification or advancement of expenses pursuant to clause (9)(c) of section 607.0850 of the Florida Business Corporation Act.

fax audit no. H96000018021

The undersigned incorporator of the Corporation has executed these Articles of Incorporation this 26th day of December, 1996.


Thomas C. Carey

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TALLAHASSEE, FLORIDA