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ACCOUNT NO. : 072100000032  
REFERENCE : 761265 146164A  
AUTHORIZATION : *Patricia Pizit*  
COST LIMIT : \$ 122.50

ORDER DATE : March 30, 1998  
ORDER TIME : 3:37 PM  
ORDER NO. : 761265-005  
CUSTOMER NO: 146164A  
CUSTOMER: Bill Corley, Esq  
WILLIAM E. CORLEY, III, P.A.  
  
Suite 200  
1200 North Federal Hwy.  
Boca Raton, FL 33432

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 AM 9:21

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DOMESTIC FILING

NAME: VANTAGE POINT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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98 MAR 31 PM 3:39  
DIVISION OF CORPORATIONS  
*[Signature]*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
VANTAGE POINT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VANTAGE POINT, INC.

The address of the principal office of this corporation shall be 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Lorraine M. Riotto Dir.	1200 North Federal Highway, Suite 200 Boca Raton, Florida 33432
William E. Corley III Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lorraine M. Riotto      1200 North Federal Highway, Suite 200  
Chairman/Pres      Boca Raton, Florida 33432

William E. Corley III      Same  
V.Pres/Treas/Sec

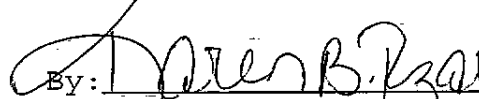
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 30, 1998.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

SKD/acp