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HOLLAND & KNIGHT

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT (FT. LAUDERDALE)
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NAME: DIVERSIFIED MERCHANT RESOURCES, INC.

AUDIT NUMBER.....H98000006761 (4)

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 4/8/98

**ARTICLES OF INCORPORATION
OF
DIVERSIFIED MERCHANT RESOURCES, INC.**

The undersigned, acting as incorporator of DIVERSIFIED MERCHANT RESOURCES, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

DIVERSIFIED MERCHANT RESOURCES, INC.

ARTICLE II. ADDRESS

The mailing and principal office address of the corporation is 1500 East Las Olas Boulevard, Suite 202, Fort Lauderdale Florida 33301.

ARTICLE III. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

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ARTICLE VI. INCORPORATOR

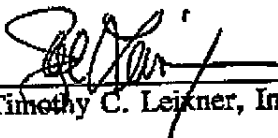
The name and street address of the incorporator is:

Name	Address
Timothy Leixner	One East Broward Boulevard, Suite 1300 Fort Lauderdale, FL 33301

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 8th day of April, 1998.



 Timothy C. Leixner, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

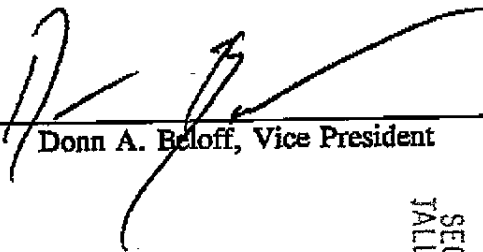
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Diversified Merchant Resources, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and acknowledges it is familiar with, and accepts, the obligations of that position.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Donn A. Beloff, Vice President

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