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99 JUL 14 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 306368 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : July 14, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 306368-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

800002930698--4

DOMESTIC FILING

NAME: KURLAND HOLDINGS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

KURLAND HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is KURLAND HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation are as follows:

c/o Gary R. Gerson
666 Seventy-First Street
Miami Beach, Florida 33141

ARTICLE III

This Corporation shall have authority to issue One Thousand 100 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 666 Seventy-First Street, City of Miami Beach, County of Miami-Dade, State of Florida 33141, and the name of its initial registered agent at such office is Gary R. Gerson.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified, is:

Phyllis M. Kurland
9 Island Avenue, Apt. 508
Miami Beach, Florida 33139-1356

ARTICLE VII

The name of the Incorporator is Phyllis M. Kurland, and the address of the Incorporator is 9 Island Avenue, Apt. 508, Miami Beach, Florida 33139-1356.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

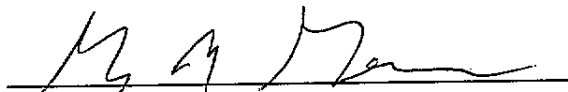
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of July 1999.


PHYLLIS M. KURLAND
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of KURLAND HOLDINGS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


GARY R. GERSON
Registered Agent

Dated: July 9, 1999