

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SLS ASSET MANAGEMENT, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION  
OF  
SLS ASSET MANAGEMENT, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of SLS ASSET MANAGEMENT, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is SLS ASSET MANAGEMENT, INC. and the street address of the initial principal office of the Corporation is 102 N.E. 2nd Street, Suite 302, Boca Raton, FL 33432.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY: Marshall J. Enas, Esquire  
100 Northeast Third Avenue, Suite 1100  
Fort Lauderdale, FL 33301  
(954) 462-3300 - Fla. Bar. No. 0282073

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

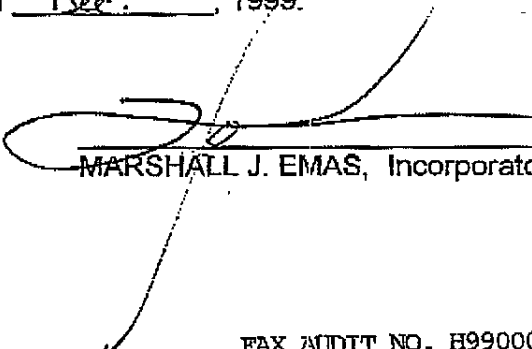
| <u>Name</u>     | <u>Address</u>   |
|-----------------|--|
| Steven Schulman | 102 N.E. 2nd Street, Suite 302<br>Boca Raton, FL 33432 |

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Marshall J. Emas, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of Dec., 1999.



\_\_\_\_\_  
MARSHALL J. EMAS, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for SLS ASSET MANAGEMENT, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Dated: 12/20/99

By: Debra H. Chrystie  
DEBRA H. CHRYSTIE Assistant  
Secretary

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