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DATE: JANUARY 11, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

APPROVED
AND
FILED
00 JAN 11 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TYPE OF FILING
ARTICLES OF INCORPORATION

CORPORATE NAME

ASSOCIATES GALORE INC.

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

7000003094897--3

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JK
1-11-00

ARTICLES OF INCORPORATION OF ASSOCIATES GALORE INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter the "Corporation") is Associates GALore Inc.

ARTICLE II

ADDRESS

The street address and the mailing address of the Corporation is 3750 N. W. 87th Avenue, Suite 600, Miami, Florida 33178.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having par value of \$.01 per share.

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ARTICLE VI

OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office and its initial principal office shall be 3750 N. W. 87th Avenue, Suite 700, Miami, Florida 33178 and the registered agent for the Corporation at that address shall be J. Reid Bingham.

ARTICLE VII

INCORPORATOR

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

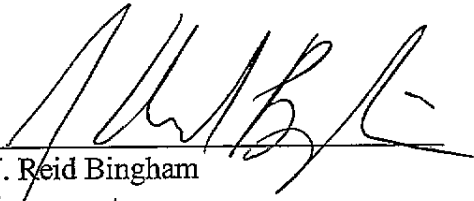
Name

Address

J. Reid Bingham

3750 N. W. 87th Avenue, Suite 700
Miami, Florida 33178

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporator this 10th day of January, 2000.

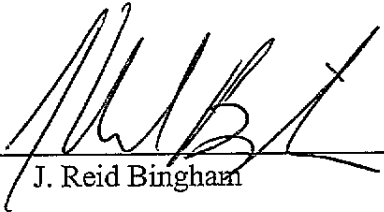


J. Reid Bingham
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Associates GALore Inc. at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 10, 2000


J. Reid Bingham

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