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**Florida Department of State**

Division of Corporations

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**To:**

Division of Corporations

Fax Number : (850) 922-4001

**From:**

Account Name : CENTRES, INC.

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Phone : (305) 670-1997

Fax Number : (305) 670-4429

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**CENTRES SOUTHWEST ACQUISITION CORP.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
CENTRES SOUTHWEST ACQUISITION CORP.**

**THE UNDERSIGNED** incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation ("Articles"):

**FIRST:** The name of the corporation is **Centres Southwest Acquisition Corp.** (the "Corporation").

**SECOND:** The principal office address and mailing address of the Corporation is: Two Dairan Center, 9130 S. Dadeland Boulevard, Suite 1528, Miami, Florida 33156.

**THIRD:** The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

**FOURTH:** The street address of the initial registered office of the Corporation is: c/o Centres, Inc., Two Dairan Center, 9130 S. Dadeland Boulevard, Suite 1528, Miami, Florida 33156 and the name of the registered agent at that address is Arnold D. Shevin, Esq.

**FIFTH:** The name and address of the incorporator of the Corporation is Claudia F. Haines, Esq. at Centres Inc., Two Dairan Center, 9130 S. Dadeland Boulevard, Suite 1528, Miami, Florida 33156.

**SIXTH:** This corporation is organized for the purpose of transacting any or all lawful business.

**SEVENTH:** The following individuals shall serve on the Corporation's board of directors ("Board") until their successors have been elected and duly qualified:

Kenneth B. Karl

**EIGHT:** The Corporation shall indemnify any officer or former officer, director or former director, or incorporation, of this Corporation to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 24 day of January, 2000.

  
Claudia F. Haines, Incorporator

**THIS INSTRUMENT PREPARED BY:**

Claudia F. Haines, Esq.  
Fla. Bar No. 0055115  
Centres, Inc  
9130 S. Dadeland Boulevard  
Suite 1528  
Miami, FL 33156  
305-670-1997

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Centres Southwest Acquisition Corp. and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: 

Arnold D. Shevin, Esq.

**FILED**

**00 JAN 25 PM 4:14**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**THIS INSTRUMENT PREPARED BY:**

Claudia F. Hanes, Esq.  
Fla Bar No 0055115  
Centres, Inc  
9130 S. Dadeland Boulevard  
Suite 1528  
Miami, FL 33156  
305-670-1997