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*Anna Salgado*

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

**SC MERGER, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SC MERGER, INC.**

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation (hereinafter referred to as the "Corporation") is SC MERGER, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation is 201 South Biscayne, Suite 3000, Miami, Florida 33131, or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III  
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc., and the address of the Corporation's registered office is 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE IV  
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Joseph I. Emas, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE V  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have  
**THIS DOCUMENT PREPARED BY:**

**JOSEPH I. EMAS, ESQ.  
BROAD AND CASSEL  
FL BAR NO. 0004952  
201 S. Biscayne Boulevard, Suite 3000  
Miami, Florida 33131  
(305) 373-9400**

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all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE VI  
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII  
CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of common stock, par value \$.001 per share.

**ARTICLE VIII  
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

James J. Grogan

**ARTICLE IX  
AFFILIATED TRANSACTIONS**

The Company expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X  
CONTROL SHARE ACQUISITIONS**

The Company expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall indemnify any of its directors or officers to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of February, 2000.

  
\_\_\_\_\_  
Joseph E. Mas, Incorporator

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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 and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC., a  
Florida corporation**

By:   
Anna Salgado, Vice President

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