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DIVISION OF CORPORATIONS
00 MAY -3 PM 1:29

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AUTHORIZATION :

Patricia Pizant

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ORDER DATE : May 3, 2000

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ORDER NO. : 684147-005

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CUSTOMER NO: 98373A

CUSTOMER: C. Christian Sautter, Esq
SEILER & SAUTTER
SEILER & SAUTTER
Suite 200
2900 East Oakland Park Blvd.
Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: SR/SR HOLDINGS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAY -3 PM 1:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SR/SR HOLDINGS II, INC.

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Article I

Name

The name of the corporation is SR/SR Holdings II, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at the address is C. Christian Sautter, Esq.

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: one (1). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

C. Christian Sautter

2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

Article VIII

Incorporators

The name and address of the person signing these Articles is:

C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

Article IX

Powers


This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 2, 2000.



C. Christian Sautter, Esq., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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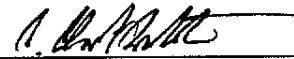
Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SR/SR Holdings II, Inc.
2. The name and address of the registered agent and office is:

C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature



Date:

May 2, 2000