

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

naranja lakes acquisition, inc.

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T. SMITH SEP 25 2000

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**ARTICLES OF INCORPORATION
OF
NARANJA LAKES ACQUISITION, INC.**

ARTICLE I - NAME

The name of this corporation is Naranja Lakes Acquisition, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on September 21st, 2000.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 20,000 shares of common stock having \$1.00 par value per share, 10,000 of which shall be Class A Voting Common Stock and 10,000 of which shall be Class B Non-Voting Common Stock.

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ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

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

Patrick J. DiSalvo
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of September, 2000.



Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 21st day of September, 2000.

REGSERV CORP.

By: 
Lawrence J. Diamond, Vice President

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