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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

AFC-AIS HOLDING CORPORATION

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
AFC-AIS HOLDING CORPORATION**

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The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: AFC-AIS HOLDING CORPORATION

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2699 Stirling Road, Suite A-200, Ft. Lauderdale, FL 33312.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ALAN H. BASEMAN, ESQ., FLA. BAR #561347
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Thousand (100,000) shares of common stock, par value \$.001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Alan H. Baseman, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have four (4) Directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The names of the initial Directors of this Corporation are:

Ronald H. Abraham
Marc H. Weiss

Steven Fraidstern
Paul Vladem

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The address for each of the initial Directors of this Corporation is 2699 Stirling Road, Suite A-200, Ft. Lauderdale, FL 33312. The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Alan H. Baseman, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

This Corporation 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.

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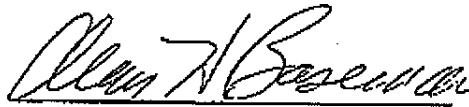
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**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on December 22, 2000.



Alan H. Baseman, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

AFC-AIS HOLDING CORPORATION, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2699 Stirling Road, Suite A-200, Ft. Lauderdale, FL 33312, has named Alan H. Baseman, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Alan H. Baseman

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