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TALLAHASSEE, FLORIDA

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March 19, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find fully executed Articles of Incorporation for a Corporation, together with a Registered Agent. I have enclosed the appropriate fee of \$70.00 for filing.

Should you have any questions or if you require anything further, please feel free to call.

Very truly yours,

Joseph L. Thillman
Joseph L. Thillman

:pm

enc.

D. BROWN MAR 27 2001 ✓

ARTICLES OF INCORPORATION

OF

KARLON, INC.

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RECORDING & CLERK
TALLAHASSEE, FLORIDA

Article I – Name

The name of this Corporation is Karlon, Inc.

Article II – Effective Date and Duration

This Corporation shall begin existence as of March 30, 2001 and continue perpetually until dissolved.

Article III – Purpose

This Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

Article IV – Common Stock

This Corporation is authorized to issue 100 shares of NO PAR VALUE common stock.

Article V – Authority

This Corporation has the authority to conduct any and all lawful business which can be legally conducted by any Corporation pursuant to the Florida Statutes.

Article VI – Dividends

This Corporation may pay dividends upon the terms and conditions specified by the board of directors from time to time.

Article VII – Incorporator

The name and address of the incorporator of this Corporation is Lonny Warshaw, 1111 Grand Cay Drive, Palm Beach Gardens, FL 33418.

Article VIII – Directors

The following person(s) are directors of the Corporation, and reside at the address listed:

Name:	Lonny Warshaw
Number of Shares:	100
Office:	Director

Directors shall hold office for a period of one (1) year and shall be elected at the annual shareholders meeting. There shall be one director initially.

Article IX – Powers of Directors

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the by-laws of this Corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to the Corporation. The Board of Directors shall also have the authority to hire and fire employees of the Corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article X – Principal Place of Business

The principal place of business of this Corporation shall be 1111 Grand Cay Drive, Palm Beach Gardens, FL 33418. The Board of Directors may from time to time move the place of business of this Corporation as they see fit.

Article XI – Registered Agent

The Registered Agent for service of process on this Corporation, who shall serve until removed by the Board of Directors, is Lonny Warshaw, 1111 Grand Cay Drive, Palm Beach Gardens, FL 33418.

Article XII – Private Property of Shareholders

The private property of shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article XIII – Excess Salary

In the event the Internal Revenue Service determines that a portion of the salary paid by this Corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the Corporation to deduct said portion of the salary from its earnings as an operating expense, said portion of said salary deemed to be excessive shall be automatically repaid to the Corporation.

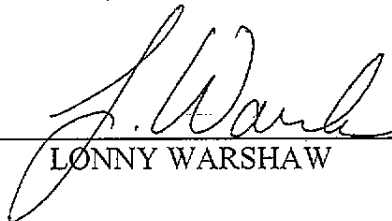
Article XIV – Excess Business Expense

In the event that the Internal Revenue Service determines that any business expense is invalid or excessive under the law as it exists at that time, and will not allow the Corporation to deduct all or a portion of the claimed business expense, said portion of the business expense deemed to be excessive shall automatically be repaid to the Corporation.

Article XV – Amendments

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purposes of forming a Professional Association to do business under the laws of the State of Florida this 16 day of March, 2001.



LONNY WARSHAW

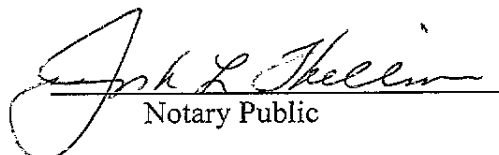
STATE OF FLORIDA)
)ss.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Lonny Warshaw, to me personally known and he executed the foregoing instrument in my presence.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of MARCH, 2001.



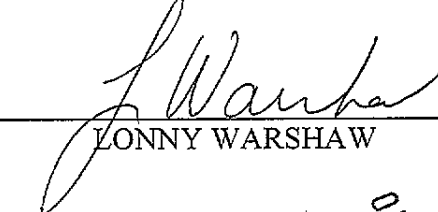
Joseph L. Thillman
MY COMMISSION # CC757320 EXPIRES
July 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public

Acceptance to Serve as Resident Agent

I, Lonny Warshaw, whose address is 1111 Grand Cay Drive, Palm Beach Gardens, FL 33418, do hereby accept the appointment of Registered Agent for Karlon, Inc.



LONNY WARSHAW

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