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Account Number : 076247002423
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FLORIDA PROFIT CORPORATION OR P.A.

DREAMS/SCAC MERGER SUB, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DREAMS/SCAC MERGER SUB, INC.**

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: DREAMS/SCAC MERGER SUB, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Two South University Drive, Suite 325, Plantation, FL 33324.

**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.

JOEL D. MAYERSOHN, ESQ., FLA. BAR #0093492
Atlas Pearlman, P.A.
350 E. Las Olas Boulevard, Suite 1700
Ft. Lauderdale, FL 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 (100) 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 Mark Viner at Two South University Drive, Suite 325, Plantation, FL 33324.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially.

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**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are as follows:

Sam D. Battistone
Two South University Drive, Suite 325
Plantation, FL 33324

Ross Tannenbaum
Two South University Drive, Suite 325
Plantation, FL 33324

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 Incorporator is Mark Viner at Two South University Drive, Suite 325, Plantation, FL 33324.

**ARTICLE X
INDEMNIFICATION**

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

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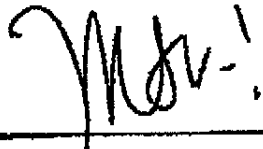
**ARTICLE XI
AFFILIATED TRANSACTIONS**

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.

**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 this 9th day of April 2001.



Mark Viner, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

DREAMS/SCAC MERGER SUB, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at Two South University Drive, Suite 325, Plantation, FL 33324, has named Mark Viner at Two South University Drive, Suite 325, Plantation, FL 33324, 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.



Mark Viner, Incorporator

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