

LAW OFFICES

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ROBERT E. KORN

ALBERT B. BERNSTEIN (1898-1989)
NICHOLAS HODSDON (RETIRED)
HAROLD TANNEN (1915-1995)

TELEPHONE (305) 670-4455
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VIA FEDERAL EXPRESS

April 9, 2001

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***\$78.75 ***\$78.75

PO10000 40505

Florida Secretary of State
Division of Corporations
409 W. Gaines St.
Tallahassee, FL 32399

Re: GROUP ACC, INC.

Dear Sir:

In order to incorporate the above referenced corporation, enclosed are the following:

1. Articles of Incorporation.
2. Certificate of Designation of Registered Agent.
3. Check in the sum of \$78.75 for filing fees plus the cost of one certified copy of the Articles of Incorporation.

Please send your confirmation for the incorporation plus the certified copy to the undersigned.

Sincerely yours,

[Signature]
ROBERT E. KORN, ESQ.

REK:crk
Enclosures

[Signature]
4/23

FILED
01 APR 20 AM 9:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GROUP ACC, INC.

FILED
01 APR 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: GROUP ACC, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The initial place of business and mailing address of this corporation shall be: 101 Grand Ave., Coral Gables, FL 33133.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have the powers:

To have perpetual succession by its corporate name.

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise

acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own hold vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which shall be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all

of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The initial registered office of this corporation shall be: 101 Grand Ave., Coral Gables, FL 33133. This corporation's initial registered agent at such office shall be Chad Cantrell.

ARTICLE VII

The shall be no Board of Directors.

ARTICLE VIII

The initial officers of the corporation shall be:

Chad Cantrell - President
David Blumenthal - Vice-President
David Blumenthal - Secretary

ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

Chad Cantrell
101 Grand Ave.
Coral Gables, Miami-Dade County, Florida 33133

ARTICLE X

The corporation reserves the right to amend or repeal any article contained in the Articles of Incorporation, or add to them, and any right conferred upon the members is subject to this reservation.

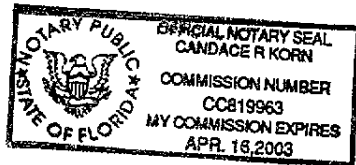
The undersigned has executed these Articles of Incorporation on this 19 day of April, 2001.

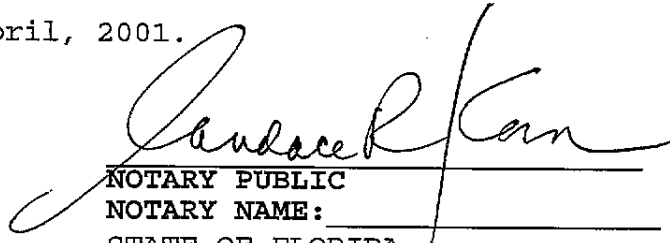

Chad Cantrell

STATE OF FLORIDA :
:SS
COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on the 19 day of April, 2001, before me a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Chad Cantrell, as incorporator of : GROUP ACC, INC., to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 19 day of April, 2001.




NOTARY PUBLIC
NOTARY NAME: _____


STATE OF FLORIDA
MY COMMISSION EXPIRES: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 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:

That GROUP ACC, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named CHAD CANTRELL, located at 101 Grand Ave., Coral Gables, FL 33133, as its agent to accept service of process within this state.

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.



CHAD CANTRELL
Registered Agent

FILED
01 APR 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA