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FLORIDA PROFIT CORPORATION OR P.A.

EAGLE ACSUB, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
EAGLE ACSUB, 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: EAGLE ACSUB, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1984 Diamond Court, Oldsmar, Florida 34677.

**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.

ADAM J. REISS, ESQ., FLA. BAR #0182702
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 (100) shares of common stock, par value \$.0001 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 Joel D. Mayersohn, 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.
The names and addresses of the initial directors are:

Bruce Ganger
1984 Diamond Court
Oldsmar, Florida 34677

Jerry Dackerman
5105 East 41st Avenue
Denver, Colorado 80216-4434

William Vancellette
5105 East 41st Street
Denver, Colorado 80216-4434

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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 VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Adam J. Reiss, 350 E. Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

ARTICLE IX INDEMNIFICATION

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

ARTICLE X 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 XI 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.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on June 27, 2001.



Adam J. Reiss, Incorporator

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

EAGLE ACSUB, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1874 Diamond Court, Oldsmar, Florida 34677, has named Joel D. Mayersohn, 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 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.



Joel D. Mayersohn

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