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ACCOUNT NO. : 072100000032

REFERENCE : 409331 4803460

AUTHORIZATION :

COST LIMIT : \$ 78.75 *Patricia Pizit*

ORDER DATE : August 9, 2001

ORDER TIME : 1:10 PM

ORDER NO. : 409331-005

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CUSTOMER NO: 4803460

CUSTOMER: Ms. Susan M. Heath
Lowenstein Sandler Pc

65 Livingston Avenue

Roseland, NJ 07068-1791

DOMESTIC FILING

NAME: ACB-GP, INC.

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 AUG -9 PM 1:46

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 AUG -9 PM 3:35

FILED

10/8/01

ARTICLES OF INCORPORATION
OF
ACB-GP, INC.

FILED

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THE UNDERSIGNED, being an individual, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby act as incorporator in adopting the following Articles of Incorporation and certifies as follows:

FIRST: The name of the corporation is ACB-GP, Inc. The address of the principal office of the corporation is 17356 Loch Lomond Way, Boca Raton, Florida 33496.

SECOND: The purpose for which the corporation is organized is to engage in any lawful act or activity in which corporations may engage under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

THIRD: The corporation is authorized to issue 100 shares of common stock, each share having \$0.01 par value.

FOURTH: The address of the registered office of the corporation in the State of Florida is 17356 Loch Lomond Way, Boca Raton, Florida 33496. The corporation's registered agent at that address is Beatrice Allis. The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The incorporator of the corporation is Robert G. Minion, whose mailing address is c/o Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068.

SIXTH: Unless and except to the extent that the By-Laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the corporation is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to alter or repeal any By-Law, whether adopted by them or otherwise.

EIGHTH: A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the law of the State of Florida, as the same exists or may be amended hereafter. Any amendment, modification, or repeal of the foregoing sentence shall not affect adversely any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

NINTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, and other

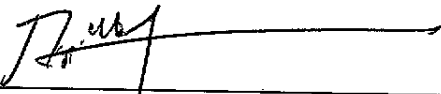
provisions authorized by the laws of the State of Florida may be added or inserted, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred by these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in these Articles.

TENTH: The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation. The names and mailing addresses of the person who is to serve as the initial director of the corporation until the first annual meeting of shareholders or until his successor (or successors) is (or are) elected and qualified in accordance with the By-Laws of the corporation is

Beatrice Allis
17356 Loch Lomond Way
Boca Raton, Florida 33496

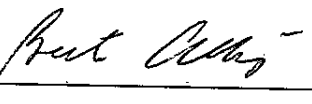
ELEVENTH: The duration of the corporation shall be perpetual.

The undersigned incorporator acknowledges that the foregoing Articles of Incorporation are his act and deed on August 8, 2001.



Robert G. Minion, Incorporator

Having been appointed as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Name: Beatrice Allis

Date: August 8, 2001

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