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01 OCT 25 AM 8:08  
FILL IN  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**ANDRON HOLDINGS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

H 01000110000

ARTICLES OF INCORPORATION  
OF  
ANDRON HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 OCT 25 AM 8:08

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

*(X)*

FIRST: The name of the Corporation is: ANDRON HOLDINGS, INC.

SECOND: The principal office address and mailing address of the Corporation is: 366 Altara Avenue, Coral Gables, Florida 33146.

THIRD: The corporation is authorized to issue 1,000 shares of common stock, par value \$.00 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.

FIFTH: The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esq., 218 Almeria Avenue, Coral Gables, Florida 33134.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of the Corporation are:

- 1) John Bullerton  
366 Altara Avenue  
Coral Gables, Florida 33146
- 2) Julio Diaz  
366 Altara Avenue  
Coral Gables, Florida 33146

EIGHTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The 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.

TENTH: The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

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IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 25 day of OCTOBER, 2001.

  
THOMAS G. SHERMAN, INCORPORATOR

This instrument prepared by:  
Thomas G. Sherman, Esq.  
218 Almeria Avenue  
Coral Gables, Florida 33134

TOTAL P.04

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 507.0505 of the Florida Business Corporation Act.

  
Print Name: Thomas G. Sherman

FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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