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**BENSON, MOYLE & MUCCI, LLP**

ATTORNEYS AT LAW  
BANK OF AMERICA BUILDING  
ONE FINANCIAL PLAZA, SUITE 1600  
FORT LAUDERDALE, FLORIDA 33304-1607

WILLIAM H. BENSON, P.A.  
BERNARD T. MOYLE, P.A.  
MARK S. MUCCI, P.A.  
MARK J. LOTERSTEIN

BROWARD (954) 524-6800  
DADE (305) 944-3311  
PALM BEACH (561) 734-4655  
FACSIMILE (954) 463-6963

December 3, 2001

**Via UPS Overnight Delivery**

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Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Binnings Acquisition Corp.\Corporate**  
**Our File No.: 01-364**

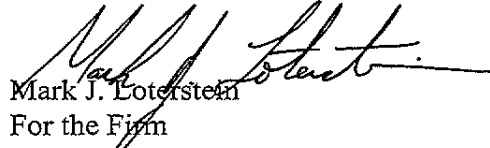
To Whom it May Concern:

Enclosed herewith on behalf of the above captioned Florida corporation, please find for filing with your office an original and one (1) copy of the Articles of Incorporation. In addition we have enclosed our check in the amount of \$78.75 representing the requisite filing fee. Kindly return a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope provided for this purpose.

Thank you for your anticipated cooperation in this matter. If you have any questions regarding the enclosed, kindly contact the undersigned.

Very truly yours,

**BENSON, MOYLE & MUCCI, LLP**

  
Mark J. Loterstein  
For the Firm

MJL/fmc  
enclosures  
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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
OF  
BINNINGS ACQUISITION CORP.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is **Binnings Acquisition Corp.** whose principal place of business is One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$.10 per share.

**ARTICLE V**

The address of its initial registered office is One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Bernard T. Moyle, Esq.

**ARTICLE VI**

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC -3 AM 10:24

Mark J. Loterstein  
One Financial Plaza, Suite 1600  
Ft. Lauderdale, FL 33394

#### **ARTICLE VII**

The name and address of the incorporator is:

Mark J. Loterstein, Esq.  
One Financial Plaza, Suite 130  
Fort Lauderdale, Florida 33394

#### **ARTICLE VIII**

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

#### **ARTICLE IX**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE X**

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

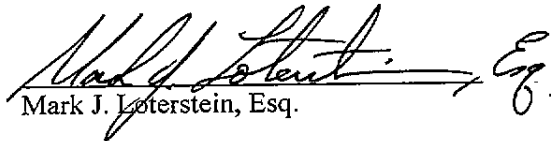
#### **ARTICLE XI**

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE XII**

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 3rd day of December, 2001, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

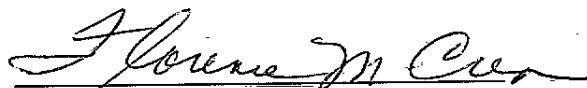
**IN WITNESS WHEREOF, THE UNDERSIGNED** has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 3rd day of December, 2001.

  
Mark J. Loterstein, Esq.

**STATE OF FLORIDA  
COUNTY OF BROWARD**

**BEFORE ME**, the undersigned authority personally appeared Mark J. Loterstein who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 3<sup>rd</sup> day of December 2001.

  
Notary Public, State of Florida

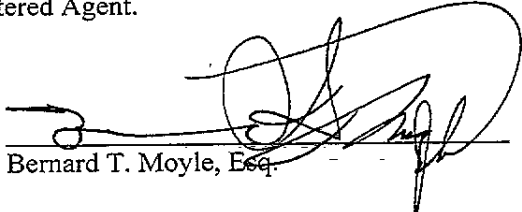
My Commission Expires:



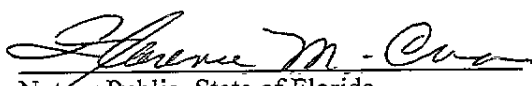
**ACKNOWLEDGMENT OF REGISTERED AGENT**

**STATE OF FLORIDA  
COUNTY OF BROWARD**

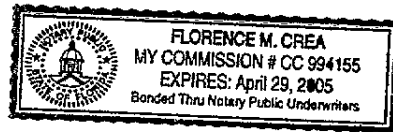
BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle, Esq., who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1997) and all other statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

  
Bernard T. Moyle, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 3<sup>rd</sup> day of December, 2001.

  
Notary Public, State of Florida

My Commission Expires:



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