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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

the flemington-barrington holding corp.

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ARTICLES OF INCORPORATION

OF

The Flemmington-Barrington Holding Corp.

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

The Flemmington-Barrington Holding Corp.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 360 Greco Avenue, Suite 208, Coral Gables, Florida 33146

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 100 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 name and street address of the initial Registered Agent of this corporation shall be: Stephen R. Sonson, 360 Greco Avenue, Suite 208, Coral Gables, Florida 33146

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Article VII

The initial board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who are to serve as an initial director(s)

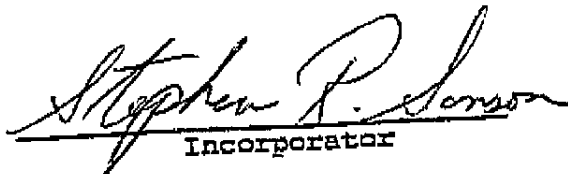
Stephen R. Sonson, 360 Greco Avenue, Suite 208, Coral Gables, Florida 33146

Article VIII

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

Stephen R. Sonson, 360 Greco Avenue, Suite 208, Coral Gables, Florida 33146

The undersigned has executed these Articles of Incorporation this 2 day of January 2002.


Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.


REGISTERED AGENT

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