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

From:  
Account Name : ROGERS, BOWERS, DEMPSEY AND PALADINO  
Account Number : I20010000034  
Phone : (561) 655-8980  
Fax Number : (561) 655-9480

FLORIDA PROFIT CORPORATION OR P.A.

EWALD PARK PLACE, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

Of

EWALD PARK PLACE, INC.

ARTICLE I - NAME

The name of the Corporation shall be EWALD PARK PLACE, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be organized under the laws of the United States and the Florida Statutes.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business shall be c/o Christopher J. Dembek, Harris Trust/Bank of Montreal, 777 S. Flagler Drive, Suite 140-E, West Palm Beach, Florida 33401.

ARTICLE IV - DURATION

The Corporation shall commence on the date these Articles are filed in the Office of the Secretary of State of Florida, and exist perpetually unless sooner dissolved according to law.

ARTICLE V - CAPITAL STOCK

The Corporation shall have authority to issue a maximum of One Hundred (100) shares of common stock, having one dollar (\$1.00) par value.

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**ARTICLE VI - REGISTERED AGENT**

The name and address of the Corporation's registered agent is:

Richard Paladino  
505 South Flagler Drive, Suite 1330  
West Palm Beach, Florida 33401

**ARTICLE VII - INCORPORATOR**

The name and address of the Corporation's incorporator is:

Shirley E. Pfeifer Trust, u/a dated March 8, 1999  
c/o Christopher J. Dembek  
Harris Trust/Bank of Montreal  
777 S. Flagler Drive, Suite 140-E  
West Palm Beach, Florida 33401

**ARTICLE VIII - INITIAL OFFICERS**

The Corporation's initial officers are:

President	Theodore E. Loud
Treasurer and Secretary:	Brewster M. Loud

**ARTICLE IX- INITIAL DIRECTORS**

The Corporation's initial directors are:

Theodore E. Loud  
Brewster M. Loud

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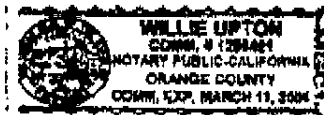
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 27<sup>th</sup> day of June, 2002.

Theodore E. Loud  
Theodore E. Loud, Trustee of the  
Shirley E. Pfeifer Trust, Incorporator

Brewster M. Loud, Trustee of the  
Shirley E. Pfeifer Trust, Incorporator

STATE OF CALIFORNIA )  
COUNTY OF Orange )

The foregoing instrument was acknowledged before me, this 27 day of June, 2002, by Theodore E. Loud, as Trustee of the Shirley E. Pfeifer Trust, who is personally known to me or who produced his driver's license as identification.



Willie Upton  
Notary Public State of California

[NOTARIAL SEAL]

STATE OF CALIFORNIA )  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me, this \_\_\_\_ day of June, 2002, by Brewster M. Loud, as Trustee of the Shirley E. Pfeifer Trust, who is personally known to me or who produced his driver's license as identification.

Notary Public State of California

[NOTARIAL SEAL]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 27 day of June, 2002.

Theodore E. Loud, Trustee of the Shirley E. Pfeifer Trust, Incorporator

*Brewster M. Loud*  
Brewster M. Loud, Trustee of the Shirley E. Pfeifer Trust, Incorporator

STATE OF CALIFORNIA )  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me, this \_\_\_\_\_ day of June, 2002, by Theodore E. Loud, as Trustee of the Shirley E. Pfeifer Trust, who is personally known to me or who produced his driver's license as identification.

Notary Public State of California

[NOTARIAL SEAL]

STATE OF CALIFORNIA )  
COUNTY OF VENTURA )

The foregoing instrument was acknowledged before me, this 27 day of June, 2002, by Brewster M. Loud, as Trustee of the Shirley E. Pfeifer Trust, who is personally known to me or who produced his driver's license as identification.

*D. E. Storka*  
Notary Public State of California



[NOTARIAL SEAL]

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TALLAHASSEE FLORIDA

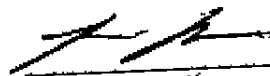
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with section 607.0501 of the Florida Statutes, EWALD PARK PLACE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named Richard Paladino, whose address is 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT BY REGISTERED AGENT**

In accordance with section 607.0501(3) of the Florida Statutes, I, Richard Paladino, having been named Registered Agent for EWALD PARK PLACE, INC., state that I am familiar with and agree to accept the responsibilities and obligations of that position.

Dated this 27 day of June, 2002.

  
Richard Paladino

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