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From-RUDEN MCCLOSKEY FTL

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# PORTAL 85/68

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
Phone : (954) 527-2428  
Fax Number : (954) 764-4996

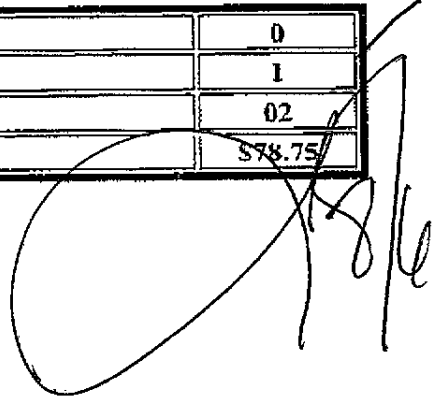
**FLORIDA PROFIT CORPORATION OR P.A.**

**SEMD, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
SEMD, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is SEMD, Inc. (hereinafter, the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of the Corporation is: 10800 Biscayne Blvd., Suite 410, Miami, Florida 33161.

**ARTICLE III  
AUTHORIZED SHARES**

The total authorized capital stock of the Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

**ARTICLE IV  
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 10800 Biscayne Blvd., Suite 410, Miami, Florida 33161, and the initial registered agent of the Corporation at that address shall be Ryan Rosenberg.

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ARTICLE V  
INCORPORATOR


The name and street address of the person signing these Articles of Incorporation are:

Ryan Rosenberg  
10800 Biscayne Blvd., Suite 410  
Miami, Florida 33161

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 6th day of August, 2002.

  
Ryan Rosenberg, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
Ryan Rosenberg  
Registered Agent

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