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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Park High, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION
of
PARK HIGH, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is: Park High, Inc.

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III
PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
MAILING ADDRESS

The initial mailing address is: c/o Brian P. Tague, Tew Cardenas Rebak, et al, 201 S. Biscayne Blvd., Suite 2600, Miami, Florida 33131.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to have issued 500 shares of common stock, each having One (\$1.00) Dollar par value.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is: Brian P. Tague, whose address is 201 S. Biscayne Blvd., Suite 2600, Miami, Florida 33131.

**ARTICLE VII
BYLAWS**

The By-Laws of this Corporation shall be adopted by the Directors. By-Laws may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

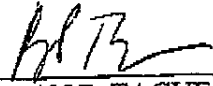
**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator of this Corporation is: Brian P. Tague, whose address is 201 S. Biscayne Blvd., Suite 2600, Miami, Florida 33131.

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 9th day of August, 2002.


BRIAN P. TAGUE

[Acknowledgement on next page]

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Park High, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Brian P. Tague, located at 201 S. Biscayne Blvd., Suite 2600, Miami, Florida 33131, as its agent to accept service of process within Florida.

Dated: August 9, 2002

By: 

BRIAN P. TAGUE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated: August 9, 2002

By: 

Brian P. Tague
Registered Agent

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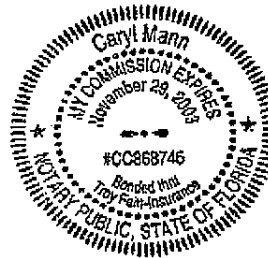
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STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9th day of August, 2002, by
Brian P. Tague, who is personally known to me.

Caryl Mann
NOTARY PUBLIC
Print Name CARYL MANN

My commission expires:



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