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FLORIDA PROFIT CORPORATION OR P.A.

HIG-DESA FMI, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
HIG - DESA FMI, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

The name of the corporation is HIG - DESA FMI, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o HIG Capital LLC, 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

ARTICLE III

The Corporation is authorized to issue an aggregate total of one thousand (1,000) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE IV

The name and address of the registered agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V

The name of the Incorporator is Manuel R. Valcarcel and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VI

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

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IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 10th day of December 2002.


Manuel R. Valcarcel, Esq., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of the above-identified Corporation, hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Section 607.0505 of the Florida Business Corporation Act.

By: 
Name: Connie Bryan
As Agent for Registered Agent

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Dated: December 10, 2002

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