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

**DESA (CAYMAN) II HOLDING CORP.**

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**ARTICLES OF INCORPORATION  
OF  
DESA (CAYMAN) II HOLDING CORP.**

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 DESA (CAYMAN) II HOLDING CORP. (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, 27<sup>th</sup> 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 CorpDirect Agents, Inc., 103 North Mendenhall Street, Lower Level, Tallahassee, Florida 92301.

**ARTICLE V**

The name of the incorporator is Manuel R. Valcarcel and the address of the incorporator is c/o Greenberg Traugott, 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.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed these Articles of Incorporation this 13th day of December 2002.

  
Manuel R. Valcarcel, Esq., Incorporator

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**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: Pam Wolfe  
Name: Pam Wolfe  
As Agent for Registered Agent

Dated: December 13, 2002

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