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To:

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

From:

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650 - 7900
Fax Number : (561) 655 - 6222

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FLORIDA PROFIT CORPORATION OR P.A.

Accretive, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
ACCRETIVE, INC.

ARTICLE I - NAME

The name of this corporation is Accretive, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

250 Australian Avenue South
Suite 1003
West Palm Beach, FL 33401

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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 - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Phillip T. Ridolfo, Jr., Esq.
Greenberg Traurig, P.A.
777 S. Flagler Drive, #300E
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

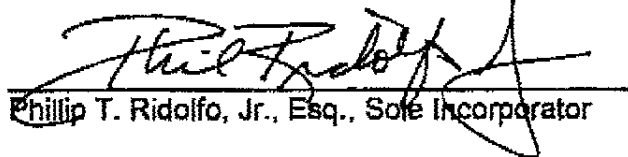
The name and address of the person signing these Articles are:

Phillip T. Ridolfo, Jr., Esq.
Greenberg Traurig, P.A.
777 S. Flagler Drive, #300E
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The 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.

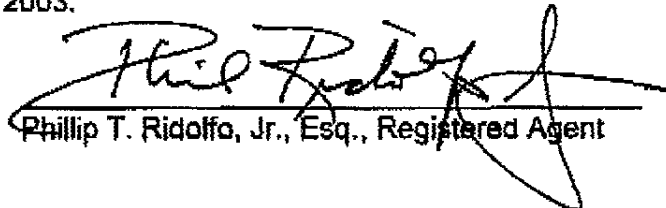
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 28th day of January, 2003.


Phillip T. Ridolfo, Jr., Esq., Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII
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 this 28th day of January, 2003.


Phillip T. Ridolfo, Jr., Esq., Registered Agent

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