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

**A&M HOLDING CORPORATION**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 6       |
| Estimated Charge      | \$78.75 |

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 17, 2003  
SUBJECT: A&M HOLDING CORPORATION  
REF: W03000038370

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Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Neyssa Culligan  
Document Specialist  
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**ARTICLES OF INCORPORATION  
OF  
ARAM HOLDING CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
Name**

The name of the corporation is ARAM HOLDING CORPORATION.

**ARTICLE II  
Duration**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III  
Principal Office/Mailing Office**

The street address of the initial principal office and mailing address of the corporation is: 3800 S. Ocean Drive, Suite 216, Hollywood, FL 33019.

**ARTICLE IV  
Shares**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>NUMBER OF SHARES<br/>AUTHORIZED</u> | <u>PAR VALUE<br/>PER SHARE</u> | <u>CLASS OF<br/>STOCK</u> |
|--|--------------------------------|---------------------------|
| 10,000                                 | \$0.01                         | Common                    |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE V  
Initial Registered Office and Agent**

The initial Registered Office of the Corporation is at 2500 N. Military Trail, Suite 480, Boca Raton, Florida 33431. The name of the initial Registered Agent for the Corporation at that address is: BDB Agent Co., an Ohio Corporation authorized to transact business in Florida.

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**ARTICLE VI  
Incorporators**

The name and address of each Incorporator is:

| <u>Name</u>        | <u>Address</u>   |
|--------------------|--|
| Michael D. Mopsick | Buckingham, Doolittle & Burroughs, LLP<br>2500 N. Military Trail, Suite 480<br>Boca Raton, Florida 33431 |

**ARTICLE VII**

**Names and Addresses of Initial Directors**

| <u>Name</u>   | <u>Address</u>   |
|---------------|--|
| Ross Adickman | 3800 S. Ocean Drive, Suite 216,<br>Hollywood, FL 33019 |
| Adam Mopsick  | 3800 S. Ocean Drive, Suite 216,<br>Hollywood, FL 33019 |

The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided, the corporation's Articles of Incorporation or the corporation's Bylaws, but shall never be less than one.

**ARTICLE VIII  
Purposes**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IX  
Corporate Debts**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

**ARTICLE X  
Indemnification**


This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

**ARTICLE XI  
S Election**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §§1361, *et seq.*, and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

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IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15th day of December, 2003.

  
\_\_\_\_\_  
Michael D. Mopsick  
Incorporator

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

ARAM HOLDING CORPORATION desiring to organize under the laws of the State of Florida, has named **BDB AGENT CO.** as its statutory registered agent.

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in the above Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with and accepts the obligations of its position as registered agent.

REGISTERED AGENT:  
BDB AGENT CO., an Ohio corporation authorized to conduct business in Florida

By: *Michael D. Mopsick*  
Michael D. Mopsick, Vice President

Dated this 15th day of December, 2003.

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