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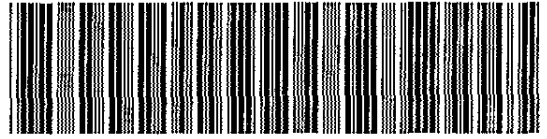
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 380180 9563A

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 2003

ORDER TIME : 10:22 AM

ORDER NO. : 380180-005

CUSTOMER NO: 9563A

CUSTOMER: Ms. Christine Flagg
Budd Bennett & Macia

Suite 201
3033 Riviera Drive
Naples, FL 34103

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DOMESTIC FILING

NAME: PACE FLORIDA HOLDINGS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
PACE FLORIDA HOLDINGS, INC.**

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ARTICLE I. NAME

The name of the Corporation is:

PACE FLORIDA HOLDINGS, INC.

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office, and the mailing address, of the Corporation is:

3033 Riviera Drive, Suite 201
Naples, Florida 34103

ARTICLE III. SHARES

The number of shares the Corporation is authorized to issue is one thousand (1,000) shares of common stock.

ARTICLE IV. BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) person. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but the number of Directors shall never be less than one (1).

ARTICLE V. INITIAL DIRECTOR

The name and street address of the Initial Director of the Corporation is:

David G. Budd
3033 Riviera Drive, Suite 201
Naples, Florida 34103

ARTICLE VI. REGISTERED AGENT

The name and street address of the Registered Agent of the Corporation is:

David G. Budd
3033 Riviera Drive, Suite 201
Naples, Florida 34103

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

David G. Budd
3033 Riviera Drive, Suite 201
Naples, Florida 34103

ACCEPTANCE OF REGISTERED AGENT

I, David G. Budd, being familiar with the obligations of a Registered Agent, and having been designated as Registered Agent for the Corporation and to accept service of process for the Corporation at the address designated in Article VI of these Articles of Incorporation, hereby accept the appointment as, and the obligations of, a Registered Agent, and agree to act in that capacity.

David G. Budd
David G. Budd, Registered Agent

Dated December 30, 2003

IN WITNESS WHEREOF, the undersigned Incorporator, David G. Budd, has executed these Articles of Incorporation of PACE FLORIDA HOLDINGS, INC. this 30th day of December 2003.

David G. Budd
David G. Budd, Incorporator

Dated December 30, 2003

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