

**Electronic Articles of Incorporation
For**

P04000058831
FILED
April 06, 2004
Sec. Of State
rvarnadore

ACQUIESCE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ACQUIESCE, INC.

Article II

The principal place of business address:

303 PARK AVENUE SOUTH
1111
NEW YORK, NY. 10010

The mailing address of the corporation is:

303 PARK AVENUE SOUTH
1111
NEW YORK, NY. 10010

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

The name and Florida street address of the registered agent is:

PALMETTO CHARTER SERVICES, INC.
150 MAGNOLIA AVE
DAYTONA BEACH, FL. 32127

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PALMETTO CHARTER SERVICES, INC.

Article VI

The name and address of the incorporator is:

M.D. GRAVES
303 PARK AVENUE SOUTH
1111
NEW YORK, NY 10010

Incorporator Signature: MICHAEL GRAVES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
M D GRAVES
303 PARK AVENUE SOUTH, 1111
NEW YORK, NY. 10010

Title: VP
J R GRAVES
303 PARK AVENUE SOUTH
NEW YORK, NY. 10010

Article VIII

The effective date for this corporation shall be:

05/01/2004