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FLORIDA PROFIT CORPORATION OR P.A.

FERNCO MANAGEMENT, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FERNCO MANAGEMENT, INC.

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is Fernco Management, Inc. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 2222 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock.


ARTICLE V - INITIAL REGISTERED AGENT

The initial registered agent of the Corporation is Juan F. Cordero. The Florida street address of the initial registered agent of the company is 2222 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Carol Fernandez, Esq., c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of August, 2004.



Carol Fernandez, Esq., Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Fernco Management, Inc., desiring to organize under the laws of the State of Florida, has named Juan F. Cordero, located at 2222 Alhambra Circle, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 3rd day of August, 2004.

REGISTERED AGENT:

By: Juan F. Cordero

Name: Juan F. Cordero

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