

Sent by: STEARNS WEAVER

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Division of Corporations

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Florida Department of State  
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Division of Corporations  
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From:

Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Financial Accounting Solutions Group, Inc.

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**ARTICLES OF INCORPORATION**

**OF**

**FINANCIAL ACCOUNTING SOLUTIONS GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **FINANCIAL ACCOUNTING SOLUTIONS GROUP, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1200 South Pine Island Road, Suite 200, Plantation, Florida 33324.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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ARTICLE IV - INITIAL REGISTEREDOFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, PA.	c/o Richard E. Schatz, Esq. or Geoffrey MacDonald, Esq. 150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIALBOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Mitchel Kramer	1200 S. Pine Island Road, Suite 200 Plantation, Florida 33324
David Epstein	1200 S. Pine Island Road, Suite 200 Plantation, Florida 33324

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#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Geoffrey MacDonald	150 West Flagler Street, Suite 2200 Miami, Florida 33130

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

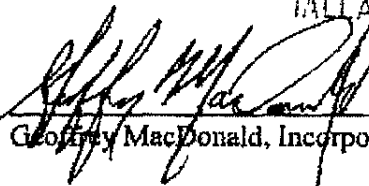
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IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation this 27th day of August, 2004.

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TALLAHASSEE, FLORIDA

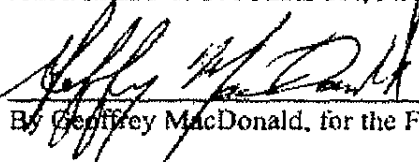
  
Geoffrey MacDonald, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Section 607.0501 of the Florida Statutes.

Dated: August 27<sup>th</sup>, 2004

STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.

  
By Geoffrey MacDonald, for the Firm