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From: Account Name : RUDOLF & HOFFMAN, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

McSharf Enterprises, Inc.

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FAX AUDIT NO. H05000062779
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
OF
McSHARF ENTERPRISES, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator McSHARF ENTERPRISES, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is McSHARF ENTERPRISES, INC. and the street address of the initial principal office of the Corporation is 831 Monticello Avenue, Davie, FL 33325.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock.

FAX AUDIT NO. H05000062779

FAX AUDIT NO. H05000062779

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 615 Northeast Third Avenue, Fort Lauderdale, Florida 33304 and the name of the Initial Registered Agent of the Corporation at that address is Rudolf & Hoffman, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have on (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Eric Sharfstein | 831 Monticello Avenue Davie, FL 33325 |
| Sean P. McManamon | 1713 Tall Pines Circle Safety Harbor, FL 34695 |

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Douglas F. Hoffman, Esquire, Rudolf & Hoffman, P.A., 615 Northeast Third Avenue, Fort Lauderdale, Florida 33304.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of March 2005.



DOUGLAS F. HOFFMAN, Incorporator

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STATE OF FLORIDA
DEPARTMENT OF REVENUE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for McSHARF ENTERPRISES, INC., at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

RUDOLF & HOFFMAN, P.A., Initial Registered Agent

Dated: March 14, 2005

By: 

DOUGLAS F. HOFFMAN, Vice President