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From:

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FLORIDA PROFIT CORPORATION OR P.A.

AP CAPITAL, INC.

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T. Burch JUN 6 2005

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**ARTICLES OF INCORPORATION
OF
AP CAPITAL, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **AP CAPITAL, INC.** (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

Ross D. Groffman
223 Sunset Avenue, Suite 110
Palm Beach, Florida 33480

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, \$0.01 par value per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 223 Sunset Avenue, Suite 110, Palm Beach, Florida 33480. The name of the Corporation's initial registered agent at that office is: Ross D. Groffman.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is Ross D. Groffman, 223 Sunset Avenue, Suite 110, Palm Beach, Florida 33480.

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**ARTICLE IV
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of June, 2005.



Ross D. Groffman, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of AP CAPITAL, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned 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 his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3 day of June, 2005.



Ross D. Groffman, Registered Agent

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