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STEARNS WEAVER MILLER

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Pellar Holdings, Inc.

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**ARTICLES OF INCORPORATION  
OF  
PELLAR HOLDINGS, INC.**

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ARTICLE I. - NAME AND ADDRESS

The name of this corporation is PELLAR HOLDINGS, INC. (the "Corporation").  
The address of the principal office and the mailing address of the Corporation is 1200 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

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 Ten Thousand (10,000) 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 REGISTERED  
OFFICE 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:

<b>Name</b>	<b>Address</b>
Matthew Pellar	1200 Ponce de Leon Boulevard Coral Gables, Florida 33134

**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. - INITIAL  
BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be 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 initial member of the Board of Directors of the Corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Matthew Pellar	1200 Ponce de Leon Boulevard Coral Gables, Florida 33134

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ARTICLE VII. - INCORPORATOR

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

Name	Address
Matthew Pellar	1200 Ponce de Leon Boulevard Coral Gables, Florida 33134

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 24 day of January, 2006.


  
Matthew Pellar, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.

  
Matthew Pellar, Registered Agent

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