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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Vision Palm Springs, Inc.

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NO.992 002



January 31, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BERGER SINGERMAN

SUBJECT: VISION PALM SPRINGS, INC.
REF: W06000004683

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VISION PALM SPRINGS, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Vision Palm Springs, Inc. (hereinafter, the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 848 Brickell Avenue, Suite 747, Miami, Florida 33131.

ARTICLE III
AUTHORIZED SHARES

The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, Florida 33301 and the name of its initial registered agent at such address is BSPA Corporate Services, Inc.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation are Elliot Dombusch, 848 Brickell Avenue, Suite 747, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 27th day of January, 2006.

Elliot Dombusch, Incorporator

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Vision Palm Springs, Inc. at the place designated in Article IV of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 607, F.S.

BSPA CORPORATE SERVICES, INC.

By: 

Name: Arnold D. Shavin

Title: Authorized Signatory

Dated: January 27, 2006

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