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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Ground Holding Inc.

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Page Count	04
Estimated Charge	\$87.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GROUND HOLDING INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is **Ground Holding Inc.**

**II.  
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office and mailing address of the Corporation is 2300 West Sample Road, Suite 102, Pompano Beach, Florida 33073.

**IV.  
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$0.001 par value common stock, which will be designated Common Stock.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

**VI.  
Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Brian W. Wood	2300 West Sample Road, Suite 102 Pompano Beach, Florida 33073
Brian J. Seymour	2300 West Sample Road, Suite 102 Pompano Beach, Florida 33073
Michael P. Balducci	2300 West Sample Road, Suite 102 Pompano Beach, Florida 33073

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Andrew L. McIntosh	101 E. Kennedy Boulevard, Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

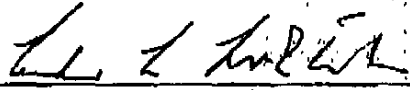
**XI.**  
**Indemnification**

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

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 11, 2007.

  
\_\_\_\_\_  
Andrew L. McIntosh, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

CT Corporation System accepts the appointment as Registered Agent of Ground Holding Inc. to accept service of process on its behalf, at the place designated in these Articles of Incorporation. CT Corporation System is familiar with, and accepts, the obligations of its position as registered agent as provided for in the Act

Dated: 9-11, 2007.

CT Corporation System

By:   
Name: Peter F. Souza  
Title: Assistant Secretary