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## FLORIDA PROFIT/NON PROFIT CORPORATION

SFHIF, Inc.

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Florida Dept of State



February 6, 2008

FLORIDA DEPARTMENT OF STATE

HOLLAND & KNIGHT OF JACKSONVILLE Division of Corporations

SUBJECT: SFIIF, INC.  
REF: W08000006442

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tim Burch  
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*Revised Articles are attached*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SFIIF, INC.

The undersigned, acting as incorporator of SFIIF, INC. (the "Company") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: SFIIF, Inc. The street address of the initial principal office and the mailing address of the Company is 16850 Collins Avenue, Suite 105, Sunny Isles Beach, FL 33160.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The Company's existence begins on the date and at the time when these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 1,000 shares of common stock having a par value of \$.01 per share (the "Common Stock").

Prepared by James L. Main  
Florida Bar No. 193367  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 16850 Collins Avenue, Suite 105, Sunny Isles Beach, FL 33160, as the street address of the initial registered office of the Company and names Richard A. Aronsky the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Company has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

Richard A. Aronsky  
16850 Collins Avenue, Suite 105  
Sunny Isles Beach, FL 33160

Nassim Dali-Bey  
16850 Collins Avenue, Suite 105  
Sunny Isles Beach, FL 33160

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, FL 32201

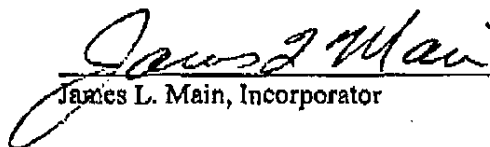
ARTICLE IX. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the

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authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

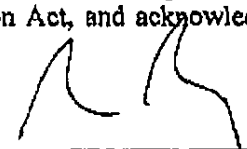
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
James L. Main, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: January 25, 2008

  
Richard A. Aronsky

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA