

**Electronic Articles of Incorporation
For**

P08000015104
FILED
February 11, 2008
Sec. Of State
jshivers

ACCENDO MANAGING PARTNERS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ACCENDO MANAGING PARTNERS, INC.

Article II

The principal place of business address:

365 10TH STREET
ATLANTIC BEACH, FL. US 32233

The mailing address of the corporation is:

365 10TH STREET
ATLANTIC BEACH, FL. US 32233

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JAMES F THOERMER JR
365 10TH STREET
ATLANTIC BEACH, FL. 32233

I certify that I am familiar with and accept the responsibilities of registered agent.

P08000015104
FILED
February 11, 2008
Sec. Of State
jshivers

Registered Agent Signature: JAMES F. THOERMER, JR.

Article VI

The name and address of the incorporator is:

JAMES F. THOERMER, JR.
365 10TH STREET

ATLANTIC BEACH, FL 32233

Incorporator Signature: JAMES F. THOERMER, JR.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
JAMES F THOERMER JR.
365 10TH STREET
ATLANTIC BEACH, FL. 32233 US

Title: SVP
JOHN T RUOTOLO
211 W 71ST STREET #5D
NEW YORK, NY. 10023 US

Article VIII

The effective date for this corporation shall be:

02/11/2008