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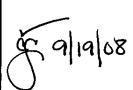


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MEREDITH D. LUKOFF 813.221.7153 mlukoff@slk-law.com

Bank of America Plaza 101 East Kennedy Boulevard 813.229.1660 fax Suite 2800

813.229.7600

Tampa, Florida 33602

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September 16, 2008

Florida Department of State Corporate Filings **Division of Corporations** Post Office Box 6327 Tallahassee, Florida 32314

> Re: Alps IC-DISC, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Incorporation for "Alps IC-DISC, Inc." together with Shumaker, Loop & Kendrick, LLP's Check No. 88005 in the amount of \$78.75 as payment for the filing fee and a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to contact me if you have any questions.

Sincerely,

Meredith D. Lukoff

MDL/eap **Enclosures**

ARTICLES OF INCORPORATION ALPS IC-DISC, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I <u>NAME</u>

The name of the Corporation is ALPS IC-DISC, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and the mailing address of the Corporation is:

2895 42nd Avenue North St. Petersburg, Florida 33714

ARTICLE III PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, \$2.50 par value per share.

ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Aldo A. Laghi 2895 42nd Avenue North St. Petersburg, Florida 33714 DIVISION OF CORPORATIONS

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Ronald A. Christaldi 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VII INCORPORATOR

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

Aldo A. Laghi 2895 42nd Avenue North St. Petersburg, Florida 33714

ARTICLE VIII INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed the 15 th day of September, 2008.

Articles of incorporation this

Aldo A. Laghi

Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is ALPS IC-DISC, INC.
- 2. The name and street address of the registered agent and office in the State of Florida are:

Ronald A. Christaldi Shumaker, Loop & Kendrick, LLP 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Ronald A. Christaldi Registered Agent

Registered Agent

Dated: ___

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