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**FLORIDA PROFIT/NON PROFIT CORPORATION  
PINECREST INVESTMENT HOLDINGS, INC.**

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# FAX

**To: DIVISION OF CORPORATIONS**

Company:

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Phone: (850) 521-0821x2933

E-mail: jreynold@cscinfo.com

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## ARTICLES OF INCORPORATION

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OF

## PINECREST INVESTMENT HOLDINGS, INC.

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

## ARTICLE I - NAME

The name of the corporation is Pinecrest Investment Holdings, Inc. (hereinafter called the "Corporation").

## ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is: 444 Brickell Avenue, Suite 51-481, Miami, FL 33131.

## ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock.

## ARTICLE V - INITIAL REGISTERED AGENT

The initial registered agent of the Corporation is Corporation Service Company. The Florida street address of the initial registered agent of the company is 1201 Hays Street, Tallahassee, Florida 32301.

## ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Sarah Klee, c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

## ARTICLE VIII - INDEMNIFICATION

Section 1. Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent, or

employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing obligation of the Corporation to indemnify shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify such person against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of April 2011.

  
\_\_\_\_\_  
Sarah Klec, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That, Pinecrest Investment Holdings, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

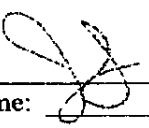
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 22<sup>nd</sup> day of April, 2011.

**REGISTERED AGENT:**

Corporation Service Company

By:  Jeanine Reynolds  
Name: as its agent

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