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Email Address:

mmayer@CARLTONFIELDS.COM

**FLORIDA PROFIT/NON PROFIT CORPORATION
GIBSON DEI ACQUISITION CORPORATION**

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**ARTICLES OF INCORPORATION
OF
GIBSON DEI ACQUISITION CORPORATION**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Gibson DEI Acquisition Corporation. Its principal office address and business mailing address is 309 Plus Park Boulevard, Nashville, Tennessee 37217.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Henry E. Juskiewicz	309 Plus Park Boulevard Nashville, TN 37217
David H. Barryman	309 Plus Park Boulevard Nashville, TN 37217

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**ARTICLE VI- INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII- INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

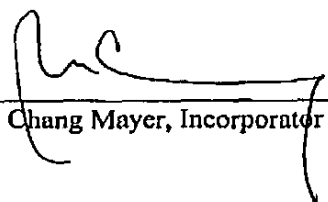
Name

Maria Chang Mayer

Address

100 SE Second Street
Suite 4200
Miami, Florida 33131

Dated: June 14, 2011



Maria Chang Mayer, Incorporator

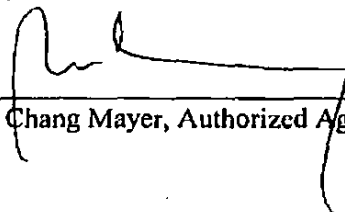
ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 14th day of June, 2011.

Registered Agent:

CFRA, LLC

By: 
Maria Chang Mayer, Authorized Agent

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