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FLORIDA PROFIT/NON PROFIT CORPORATION  
MARSHALL CREEK CDD HOLDINGS, INC.

Certificate of Status	0
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*12/07/12*

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**ARTICLES OF INCORPORATION  
OF  
MARSHALL CREEK CDD HOLDINGS, INC.**

The undersigned, acting as the incorporator of Marshall Creek CDD Holdings, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is: Marshall Creek CDD Holdings, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION**

The principal business office and mailing address of the corporation is 5020 West Linebaugh Avenue, Suite 250, Tampa, Florida 33624.

**ARTICLE III  
COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE IV  
PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE VI  
BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

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The name and street address of the initial director is:

Harry Lerner  
5020 West Linebaugh Avenue, Suite 250  
Tampa, Florida 33624

**ARTICLE VII**  
**INITIAL OFFICERS**

The officers of the corporation will be elected or appointed in accordance with the bylaws of the corporation. The names and street addresses of the initial officers of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Harry Lerner	5020 West Linebaugh Avenue, Suite 250 Tampa, Florida 33624	President, Secretary, and Treasurer
Scott Campbell	5020 West Linebaugh Avenue, Suite 250 Tampa, Florida 33624	Vice President

**ARTICLE VIII**  
**INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the corporation in the State of Florida is David A. Miller, located at 225 East Lemon Street, Suite 300, Lakeland, Florida 33801.


**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are:

David A. Miller, Esq.  
225 East Lemon Street, Suite 300  
Lakeland, Florida 33801

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the Capital Stock of this corporation. This assignment shall become effective on the date corporate existence begins.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 6 day of December, 2012.

  
David A. Miller, as Incorporator (SEAL)

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To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

Marshall Creek CDD Holdings, Inc., with its place of business at 5020 West Linebaugh Avenue, Suite 250, Tampa, Florida 33624, has named David A. Miller, located at 225 East Lemon Street, Suite 300, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: December 6, 2012.

  
David A. Miller, as Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept appointment as its registered agent and agree to act in this capacity. 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 my position as registered agent.

Dated: December 6, 2012.

  
David A. Miller  
Registered Agent

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