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\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

February 7, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RECEIVED  
FEB 10 1995  
TALLAHASSEE, FL  
\*\*\*\*\*

Re: Acle Family Holdings, Inc.

Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation and Registered Agent forms for the captioned corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is our client's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

B. REGISTERED FEB 16 1995

FILED  
FEB 10 1995  
TALLAHASSEE, FL  
\*\*\*\*\*

Secretary of State  
Division of Corporations  
February 7, 1995  
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

A handwritten signature in dark ink, appearing to read 'E. M. Sauerberg', with a large checkmark-like flourish at the end.

Eric M. Sauerberg

EMS:cr  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
ACLE FAMILY HOLDINGS, INC.

FILED  
55 FEB -9 AM 11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is ACLE FAMILY HOLDINGS, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 1012 S. Greenway Drive, Coral Gables, Florida 33134, and the name of the initial Registered Agent at that address is EDUARDO E. ACLE, M.D.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
EDUARDO E. ACLE, M.D.	1012 S. Greenway Drive Coral Gables, Florida 33134

#### ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
EDUARDO E. ACLE, M.D.	1012 S. Greenway Drive Coral Gables, Florida 33134


#### ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

#### ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 19<sup>th</sup> day of December, 1994.

By:   
EDUARDO E. ACLE, M.D.,  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22nd  
day of February, 1994 by EDUARDO E. ACLE, M.D., who is  
personally known to me or who produced the identification indicated  
above his signature, and who did ( ) or did not (X) take an oath.

Earl E. Mayer, Jr.  
Notary Public  
Printed Name:  
My Commission Expires:  
My Commission Number:




EARL E. MAYER, JR.  
COMMISSION # CC300255  
EXPIRES AUG 12, 1997  
Bonded Through  
ALAN INSURANCE SERVICES

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 48.091, Florida Statutes, the following is submitted:

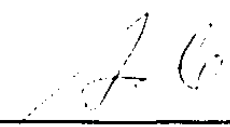
First, that ACLE FAMILY HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1012 S. Greenway Drive, Coral Gables, Florida 33134.

Second, named EDUARDO E. ACLE, M.D. located at 1012 S. Greenway Drive, Coral Gables, Florida 33134, as its Agent to accept service of process within Florida.

  
\_\_\_\_\_  
EDUARDO E. ACLE, M.D.,  
Incorporator

DATE: \_\_\_\_\_

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 provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
EDUARDO E. ACLE, M.D.  
Registered Agent

DATE: \_\_\_\_\_

FILED  
MAR 1 1994  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
CORAL GABLES, FLORIDA