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STATE OF FLORIDA

ARTICLES OF INCORPORATION

RICE/PHIPPS CORP.

FEB 21 M 8 FIRST: The corporate name that satisfies the requirement of section 607.040J/is: 5

RIC. /PHIPPS CORP.

SECOND: The address of the principal office, if known, and the maring address of the corporation is:

> c/o 301 Yamato Road Ste. 2110 Boca Raton, FL 33431

THIRD: The number of shares the corporation is authorized to issue is:

1000 @ \$1.00

FOURTH: The street address of the initial registered office of the corporation is: c/o CT CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, FLORIDA 33324, and the name of the initial registered agent at such address is CT CORPORATION SYSTEM.

FIFTH: The number of directors constituting the initial board of directors of the corporation is (1) One, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Frederick Rice

1.

c/o Mitchell B. Kirschner, P.A. 301 Yamato Road, Ste. 2110 Boca Katon, FL 33431

SIXTH: The name and address of each incorporator is:

Tera Fewell

1311 Executive Ctr. Dr. Suite 200 Tallahassee, FL 32301

Melanie Strickland

same as above

The undersigned has executed these Articles of Incorporation this 21st day of February, 1995.

Incorporator/Tera Fewell

Incorporator/Melanie Strickland

Acceptance by the registered agent as in section 607.0501 (3) F.S.: CT CORPORATION SYSTEM is familiar with and accepts the obligations provided for in section 607,0505.

CT CORPORATION SYSTEM

Se l'agent Connie Bryan

Special Assistant Secretary

1995 FEB 21 M 8 FILED ٤2

Dated: January 21, 1995

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