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07/1/95 3053 18 PAGE 4:57 PM  
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TO: DIVISION OF CORPORATIONS FROM: ROBERT N. ALLEN, JR., P.A.  
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STATE OF FLORIDA SUITE 210  
409 EAST GAINES STREET MIAMI FL 33131-00001-  
TALLAHASSEE, FL 32399 CONTACT: RICK BAJANDAS  
FAX: (904) 922-4000 PHONE: (305) 372-3300  
FAX: (305) 379-7018  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: CONCERTO REX, INC.  
FAX AUDIT NUMBER: H95000002256 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/24/1995 TIME REQUESTED: 16:56:57  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 073324000622  
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FAX AUDIT NUMBER H95000002256

ARTICLES OF INCORPORATION  
OF  
CONCERTO REX, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Concerto Rex, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue ten thousand shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131. The name of the initial registered agent at such office is the law office of Allen & Galego.

Preparer:

Ricardo Bajandas  
Allen & Galego (check fictitious name filing for Registered Agent purposes)  
Attorneys at Law  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131  
Ph. (305) 372-3300  
FL BAR NO. 0987750

FAX AUDIT NUMBER H95000002256

FAX AUDIT NUMBER M25000002256

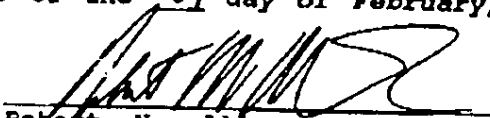
## ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr. Esq., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 17 day of February, 1995.

  
Robert N. Allen, Jr., Esq.  
Incorporator

FAX AUDIT NUMBER M25000002256

FAX AUDIT NUMBER H98000002256ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Concerto Rex, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

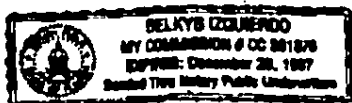
Dated as of the 27 day of February, 1995.


Allen &amp; Galego

By:

  
Robert N. Allen, Jr., President

The foregoing instrument was acknowledged before me on this day of February, 1995 by Robert N. Allen, Jr. to me known, having produced a Driver's License, as identification and who have taken the oath.



  
Notary Public, State of Florida  
BELKYS IZQUIERDO  
(Print Name)  
My Commission Expires:

Dated as of the 24 day of February, 1995.

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TALLAHASSEE, FLORIDA

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