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P9500025247

ACCOUNT NO. : 072100000032

REFERENCE : 567911 869010

AUTHORIZATION :

COST LIMIT : 9 PREPAID

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ORDER DATE : March 29, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 567911

CUSTOMER NO: 869010

CUSTOMER: Ms. Jennifer Connors - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

Palm APC Holdings, Inc.

NAME: ~~PRO-TRADE DEVELOPMENT, INC.~~

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN MAR 29 1995

FILED
95 MAR 29 PM 3:16 95 MAR 29 AM 11:27
RECEIVED
SECRETARY OF STATE DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALM AFC HOLDINGS, INC.

FILED
95 MAR 29 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:
Palm AFC Holdings, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

136 South Gomez Road
Hobe Sound, Florida 33455

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher, Esq.
Morgan, Lewis & Bockius
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

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 and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as a member of the initial board of directors is:

Larry A. Campbell
P.O. Box 870
146 South Gomez Road
Hobe Sound, Florida 33455

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 28th day of March, 1995.



John S. Fletcher,
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Palm AFC Holdings, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: March 28, 1995.


John S. Fletcher,
Registered Agent

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TALLAHASSEE, FLORIDA