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STATE OF FLORIDA
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 3302-0000
CONTACT: RAY STORMONT
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(((H95000004695)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CLARK INTERIM CORP.

FAX AUDIT NUMBER: H95000004695
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95 APR 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLARK INTERIM CORP.

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

FIRST: The name of the Corporation is **CLARK INTERIM CORP.** (the "Corporation").

SECOND: The street address of the initial principal office and mailing address of the Corporation is 645 Washington Avenue, Miami Beach, Florida 33139.

THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value $1.00 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 645 Washington Avenue, Miami Beach, Florida 33139 and the registered agent at that address is: Graham Clark.

FIFTH: The name and address of the incorporator of the Corporation is: Graham Clark, 645 Washington Avenue, Miami Beach, Florida 33139.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Graham Clark, 645 Washington Avenue, Miami Beach, Florida 33139.

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence upon the filing of these articles of incorporation.

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William C. Phillippi, P.A.
201 S. Biscayne Blvd., Suite 3000
Miami, Florida 33131
Florida Bar #190129
(305) 373.9400

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2[illegible]th day of April, 1995.

Graham Clark, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Graham Clark

FILED
95 APR 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000004695

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

CLARK INTERIM CORP., a Fla corporation P95000032871

INTO

L'ESCALE, INC., a Florida corporation, P94000034120.

File date: April 28, 1995 , effective April 30, 1995

Corporate Specialist: Annette Hogan