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NEW FILINGS	AMENDMENTS		52
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Other

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ARTICLES OF INCORPORATION OF MARKET HILL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MARKET HILL, INC. and its address is 268 N.E. 102 Street, Miami Shores, FL 33138.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

NAME

<u>ADDRESS</u>

PATRICK J. HEFFERNAN, PH.D.

268 N.E. 102 Street Miami Shores, FL 33138

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name the person signing these Articles is Jill B. Zammas and her address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of May, 1995.

Jill/B. Zammas, Incorporato

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 5TH DAY OF MAY, 1995.

CORPORATION COMPANY OF MIAMI

JILL B ZAMMAS, Assistant Secretary

for CORPORATION COMPANY OF MIAMI

(Registered Agent)

MIAMI 368474.1 - JBZ