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(((H95000005358))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: FOREST HILL PARTNERS, INC. FAX AUDIT NUMBER: H95000005358  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FOREST HILL PARTNERS, INC.

THE UNDERSIGNED acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is FOREST HILL PARTNERS, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value Common Stock.

Prepared BY

HENRY B. CARPENTER, ESQ.  
5461 N. FEDERAL HWY.  
FORT LAUDERDALE, FL. 33308  
BAR #350060  
305-772-3000

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ARTICLE V

PRINCIPAL PLACE OF BUSINESS, MAILING ADDRESS,  
INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing street address of the initial registered office of the Corporation is Suite 300, 3201 North Federal Highway, Fort Lauderdale, FL 33306 and the name of the initial Registered Agent of the Corporation at that address is Jonas S. Nordal.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

Jonas S. Nordal  
3201 North Federal Highway, #300  
Fort Lauderdale, FL 33306

Mark L. Sager  
3201 North Federal Highway, #300  
Fort Lauderdale, FL 33306

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

Jonas S. Nordal  
3201 North Federal Highway, #300  
Fort Lauderdale, FL 33306

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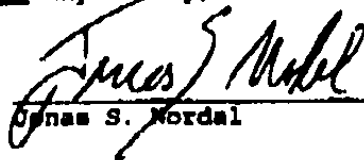
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ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day of May, 1995.

  
Jonas S. Nordal

STATE OF FLORIDA )

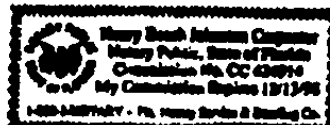
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Jonas S. Nordal, who presented a driver license as photo identification, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purpose expressed.

WITNESS my hand and official seal in the county and state aforesaid this 10th day of May, 1995.

  
Notary Public

My commission expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of FOREST HILL PARTNERS, INC. named in the foregoing Articles of Incorporation.

Date: May 10, 1995

  
By: Jonas S. Nordal

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