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REFERENCE : 604442 86901Q

AUTHORIZATION : Patricia Pyle

COST LIMIT : \$ 70.00

ORDER DATE : May 24, 1995

ORDER TIME : 11:41 AM

ORDER NO. : 604442

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CUSTOMER NO: 86901Q

CUSTOMER: Ms. Jennifer Connors - 86901q  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

DOMESTIC FILING

NAME: MARCELLUS NETOOW, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
95 MAY 24 2:12:09  
DIVISION OF CORPORATION

FILED  
95 MAY 24 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAY 24 1995

**ARTICLES OF INCORPORATION**

OF

**MARCELLUS NETOOW, INC.**FILED  
95 MAY 24 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is Marcellus Netoow, Inc.

**SECOND:** The address, wherever located, of the principal office of the corporation, if known, is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**THIRD:** The mailing address, wherever located, of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**FOURTH:** The number of shares that the corporation is authorized to issue is 10,000, all of which are with par value of 1.00 dollar each and are of the same class and are to be Common shares.

**FIFTH:** The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**SIXTH:** The name and the address of the incorporator are:

**NAME**

**ADDRESS**

Gail L. Shelby

1201 Hays Street, Second Floor  
Tallahassee, Florida 32301


**SEVENTH:** The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**TENTH:** Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 24, 1995

  
Gail L. Shelby, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Havner, Asst. Secy.  
Marcia A. Havner, Assistant Secretary

Date: May 24, 1995

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TALLAHASSEE, FLORIDA