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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NEWCO MANAGEMENT GROUP, INC.  
FAX AUDIT NUMBER: H95000006075  
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TALLAHASSEE, FLORIDA

2005 JUN 1

**ARTICLES OF INCORPORATION  
OF  
NEWCO MANAGEMENT GROUP, INC.**

**THE UNDERSIGNED**, each a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be:

**NEWCO MANAGEMENT GROUP, INC.**

**ARTICLE II - NATURE OF BUSINESS**

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

**ARTICLE III - AUTHORIZED CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock having a par value of One Hundred Dollars (100.00) per share.

**ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business shall not be less than One Hundred (100.00) Dollars.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - INITIAL ADDRESS**

The initial street address in this State of the principal office of the Corporation shall be:

10920 N. W. South River Drive  
Miami, Florida 33178

**ARTICLE VII - DIRECTORS**

1. The number of Directors of this Corporation shall be no less than (1).
2. The names and street addresses of each member of the first Board of Directors are as follows:

MARVIN I. WEINER  
2121 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

FL. BAR NO. 087610  
(305) 445-8888

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H9500000607 5

Name

Address

Jennette Trotter

10920 N. W. South River Dr.  
Miami, Florida 33178

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

Name

Address

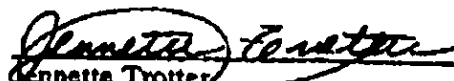
Jennette Trotter

10920 N.W. South River Dr.  
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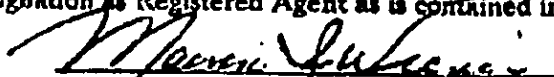
ARTICLE IX - REGISTERED AGENT

The street address of the initial Registered Office of this corporation shall be 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 and the name of the initial Registered Agent at such address shall be Marvin I. Wiener.

IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 31 day of March, 1995.

  
Jennette Trotter

The undersigned whose street address is 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 accepts the designation as Registered Agent as is contained in the above Articles.

  
Marvin I. Wiener, Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 31 day of March, 1995 by Jennette Trotter of NEWCO MANAGEMENT GROUP, INC., a Florida Corporation, on behalf of the corporation. She is personally known to me and did take an oath.

  
Notary Public, State of Florida

My commission expires:



EVELYN M. GRAY  
My Commission Expires  
Expires Dec. 12, 1998  
Bonded by HAI  
\$200,000.00

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First - That NEWCO MANAGEMENT GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Marvin I. Wiener, located at 2121 Ponce de Leon Boulevard, Suite 900, City of Coral Gables, Florida, as its agent to accept service of Process within Florida.

SIGNATURE: *Jennette Trotter*

Jennette Trotter

TITLE: PresidentDATE: March 27, 1995

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: *Marvin I. Wiener*Marvin I. Wiener,  
Registered AgentDATE: March 27, 1995

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H9500000607 5