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FLORIDA DIVISION OF CORPORATIONS

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FAX: (904) 922-4000 CONTACT: JUSTIN T WILSON  
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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: MANCHILD, INC.  
FAX AUDIT NUMBER: H96000001923  
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2- 8-00 : 4:28PM :

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H96000001923

**ARTICLES OF INCORPORATION  
OF  
MANCHILD, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

**ARTICLE I. - NAME**

The name of this corporation is MANCHILD, INC. (the "Corporation").

**ARTICLE II. - ADDRESS**

The principal business address and mailing address of the Corporation is:

c/o Steven M. Kwartin, Esq.  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

**ARTICLE III. - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 5,000 shares of Common Stock having a par value of \$1.00 per share.

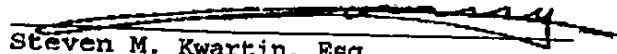
**ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Steven M. Kwartin, Esq.

**ARTICLE V. - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is Steven M. Kwartin, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on February 6<sup>th</sup>, 1996.

  
Steven M. Kwartin, Esq.,  
Incorporator

This instrument prepared by:  
Steven M. Kwartin  
2601 S. Bayshore Drive - #1600  
Miami, Florida 33133  
(305) 688-3555  
Florida Bar No. 402362

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2- 8-90 : 4:28PM :

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

MANCHILD, INC.

2. The name and address of the registered agent and the registered office is: Steven M. Kwartin, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of Manchild, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: February 6<sup>th</sup>, 1996

  
Steven M. Kwartin, Esq.,  
Registered Agent

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