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FROM: CORPORATE CREATIONS INTERNATIONAL IN  
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FAX AUDIT NUMBER: H96000002788

NAME: COMMERCE POINT MANAGEMENT GROUP INC.

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**Articles of Incorporation  
of  
Commerce Pointe Management Group Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Commerce Pointe Management Group Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Commerce Pointe Management Group Inc.  
1818 South Australian Avenue, Suite 400  
West Palm Beach FL 33409

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Lawrence U. Taube  
1250 North Point Parkway  
West Palm Beach FL 33407

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Alan Espy FL Bar Member 375187  
The Law Office of Lawrence U. Taube  
1250 North Point Parkway  
West Palm Beach FL 33407  
407-697-9670 • Fax 407-697-9722

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Joseph D. Lee

Article VI. Incorporator


The name and address of the incorporator is:

Alan Espy  
The Law Office of Lawrence U. Taube  
1250 North Point Parkway  
West Palm Beach FL 33407

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 28, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 28, 1996

  
\_\_\_\_\_  
Alan Espy  
by J.P. Mata as attorney-in-fact

Alan Espy FL Bar Member 375187  
The Law Office of Lawrence U. Taube  
1250 North Point Parkway  
West Palm Beach FL 33407  
407-697-9670 • Fax 407-697-9722

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
Commerce Pointe Management Group Inc.

**REGISTERED AGENT:**  
Lawrence U. Taube  
1250 North Point Parkway  
West Palm Beach FL 33407

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
Lawrence U. Taube  
by J.P. Mata as attorney-in-fact

Date: February 28, 1996

Alan Espy FL Bar Member 375187  
The Law Office of Lawrence U. Taube  
1250 North Point Parkway  
West Palm Beach FL 33407  
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