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CANTOR & MORANTE, P.A.

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777 BRICKELL AVENUE
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NAPLES OFFICE
SUITE 200
800 LAUREL OAK DRIVE
NAPLES, FLORIDA 33963
TELEPHONE (813) 888-1007
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April 1, 1996

REPLY TO MIAMI OFFICE

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Scion Capital Corporation

300001763363
-04/04/96--01058--015
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing please find:

1. Original and copy of the Articles of Incorporation of the above-referenced corporation;
2. A check in the sum of \$122.50, payable to the Florida Department of State, representing the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>

Total \$122.50

Please certify and return to the undersigned in the enclosed stamped, self-addressed envelope the enclosed copy of the Articles of Incorporation. Should you have any questions, please do not hesitate to call.

Very truly yours,

Tom Morante 4-10-96
Thomas F. Morante
TB

TFM/mas
Enclosures

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FILED
96 APR -4 AM 7:24
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

SCION CAPITAL CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Scion Capital Corporation (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES
AUTHORIZED

1,000

PAR VALUE
PER SHARE

\$0.01

CLASS OF
STOCK

Common

FILED
96 FEB 14 PM 7:24
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, County of Dade, and the name of its registered agent at such address is Thomas P. Morante.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Scion Capital Corporation
5201 Blue Lagoon Drive
Suite 680
Miami, Florida 33126

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Melvin E. Levinson, M.D.
c/o Scion Capital Corporation
5201 Blue Lagoon Drive
Suite 680
Miami, Florida 33126

Kevin Looney
1002 Jupiter Park Lane, Unit 5
Jupiter, Florida 33458

Stephen Chakoff
15405 S.W. 72nd Court
Miami, Florida 33157

Frank Goldfarb
15405 S.W. 72nd Court
Miami, Florida 33157

ARTICLE VII

INCORPORATOR

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of April, 1996.

Thomas F. Morante
Thomas F. Morante, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 1st day of April, 1996.

Mary Schaeffer
Notary Public

My Commission Expires:



MARY SCHAEFFER
My Commission CU823126
Expires Jan. 28, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Scion Capital Corporation has named Thomas F. Morante, located at 777 Brickell Avenue, Suite 500, SunTrust Building, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Peter Fedele hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 1st day of April, 1996.

REGISTERED AGENT:

By: Thomas F. Morante
Thomas F. Morante