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AKERMAN, SENTERFITT LLP

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**FLORIDA DIVISION OF CORPORATIONS
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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: AKERMAN, SENTERFITT & BIDSON, P.A.
777 SOUTH FLAGLER DRIVE, SUITE 900E
WEST PALM BEACH, FL 33401
SEAN F. SMYTH
PHONE: (407) 659-5990
FAX: (407) 659-6313

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FIRST MAGNUM CORPORATION
FAX AUDIT NUMBER: H96000005074
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**ARTICLES OF INCORPORATION
OF
FIRST MAGNUM CORPORATION**

FIRST: The name of the Corporation is **First Magnum Corporation**.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the provisions of Chapter 607, Florida Statutes.

THIRD: This Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the Initial Registered Office is 777 South Flagler Drive, Suite 900E, West Palm Beach, Florida 33401 and the name of the Initial Registered Agent of this Corporation at that address is Phillip T. Ridolfo, Jr.

FIFTH: The street address of the principal office of this Corporation is 125 Worth Avenue, Suite 318, Palm Beach, Florida 33480. The mailing address of this Corporation is P.O. Box 1147, Palm Beach, Florida 33480.

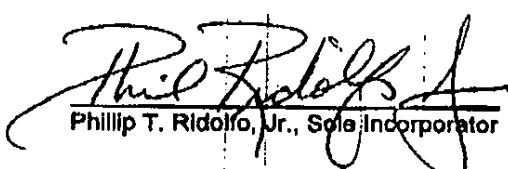
SIXTH: The name and address of the Sole Incorporator of this Corporation is Phillip T. Ridolfo, Jr., Esquire, Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

SEVENTH: The duration of this Corporation is perpetual.

EIGHTH: This Corporation shall have one (1) Director initially and the number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1). The name and address of the individual to serve as the Initial Director of this Corporation is as follows:

Thomas M. Ferguson
125 Worth Avenue, Suite 318
Palm Beach, Florida 33480

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of April, 1996.


Phillip T. Ridolfo, Jr., Sole Incorporator

Phillip T. Ridolfo, Jr., Esquire
Florida Bar No. 963275
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401
Telephone: (407) 659-5990

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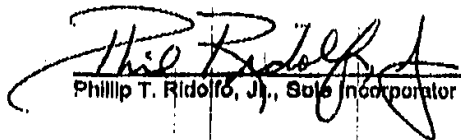
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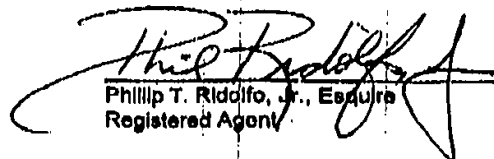
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0601, Florida Statutes, the following is submitted:

First Magnum Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 000E, West Palm Beach, Florida 33401 as its Initial Registered Office and has named Phillip T. Riddolfo, Jr., located at that address as its Initial Registered Agent.


Phillip T. Riddolfo, Jr., Sole Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said Registered Office.


Phillip T. Riddolfo, Jr., Esquire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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