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5/17/96
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MOMBACH, BOYLE & HARDIN, P.A.
500 E BROWARD BLVD
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
FREDERIC, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be FredEric, Inc.

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be Broward Financial Centre, 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33328.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is Mitchell D. Adler and the initial registered agent at that office is Broward Financial Centre, 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33328.

**Article V
Incorporator**

The name and street address of the incorporator of this corporation are:

Mitchell D. Adler
Broward Financial Centre
500 East Broward Boulevard, Suite 1950
Fort Lauderdale, Florida 33394

Prepared by:
Dean A. Brooks, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Ft. Lauderdale, Florida 33395
(305)487-2200
Attorney Number 787433

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Article VI

This corporation shall exist perpetually.

Article VII

Purposes

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII

Directors

- (a) This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

- (b) The names and street addresses of the initial directors of the corporation are:

Eric Adler
Broward Financial Centre
500 East Broward Boulevard, Suite 1950
Fort Lauderdale, Florida 33394

Fred Longo
Broward Financial Centre
500 East Broward Boulevard, Suite 1950
Fort Lauderdale, Florida 33394

- (c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
the 17 day of May, 1996.

MITCHELL D. ADLER

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0503, Florida Statutes, the following is submitted:

FredEric, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Mitchell D. Adler as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Broward Financial Centre, 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394.

DATED this 17 day of May, 1996.


MITCHELL D. ADLER

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 17 day of May, 1996.


MITCHELL D. ADLER

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