

**CORPORATE
ACCESS,
INC.**

2715-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Clifton Holding, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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D. BROWN JUL 31 1996

ARTICLES OF INCORPORATION
FOR
CLIPSTON HOLDING, INC.

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

ARTICLE I -- NAME

The name of the corporation is

CLIPSTON HOLDING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 20969 W. Boca Ridge Dr., Boca Raton, FL 33428.

ARTICLE III - OFFICERS OR DIRECTORS

The name and address of the initial officer(s) or director(s) is

President - Hanan Ben-Avi
Director - Shukie Rubin
20969 W. Boca Ridge Dr.
Boca Raton, FL 33428

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of no par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Tallahassee, Florida 32303.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 1996.

Danny Bennett
Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is

CLIPSTON HOLDING, INC.

The name and address of the registered agent is

Corporate Access, Inc.
1116-D Thomasville Road
Mount Vernon Square
Tallahassee, Florida 32303

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.

Danny Bennett
Corporate Access, Inc.
President - Danny Bennett
Date - 7/31/96