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OF COUNSEL  
MITCHELL B. POLANSKY

September 13, 1996

VIA FEDERAL EXPRESS #1224110994

Florida Department of State  
Division of Corporations  
Attn: Certification Department  
409 East Gaines Street  
Tallahassee, Florida 32399

200001949052  
-09/17/96--01035--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Flosop, Inc.

Dear Sir or Madam:

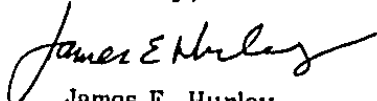
Enclosed please find our firm's check in the amount of \$122.50 to cover the fee for the filing of the Articles of Incorporation, obtaining a certified copy and initial fee for registered agent for the above-referenced company.

Once the documents have been filed, please forward the certified copy in the enclosed Federal Express envelope to our office.

If you need any further information, please do not hesitate to contact us.

Thank you in advance for your prompt attention to this matter.

Sincerely,

  
James E. Hurley

JEH/clm  
Enclosures  
Flosop/comp/112.50

FILED  
09 SEP 19 96  
STATE

9.18.96  
KR

ARTICLES OF INCORPORATION  
OF  
FLOSEP, INC.

ARTICLE I  
NAME

The name of the corporation is Flosep, Inc.

ARTICLE II  
ADDRESS

The address of the principal office is 2865 South Bayshore Drive, Suite 900, Miami, Florida 33133, and the mailing address of the corporation is 2865 South Bayshore Drive, Suite 900, Miami, Florida 33133.

ARTICLE III  
PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV  
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V  
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI  
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

RECORDED  
SEP 15 1996

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is:

Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, FL 33133

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

Timothy D. Richards, Esq.  
Richards  
2665 South Bayshore Drive  
Suite 900  
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 13th day of September, 1996.

  
Timothy D. Richards  
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 13th day of September, 1996.

  
Timothy D. Richards, Incorporator