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THOMAS and THOMAS, P.A.
2221 Lee Road, Suite 17
Winter Park, Florida 32789

Bryan M. Thomas

(407)644-9319
FAX (407)644-9951

September 17, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: UNION CAPITAL INVESTMENTS OF FLORIDA, INC.

Gentlemen:

900001351853
-09/19/96--01076--0013
*****70.00 *****70.00

Enclosed are the original and one copy of Articles of Incorporation and Acceptance of Appointment as Registered Agent for Union Capital Investments of Florida, Inc. This firm's check in the amount of \$70.00 is enclosed.

Please forward the Certificate to this office.

Very truly yours,

THOMAS AND THOMAS, P.A.

By:

Bryan M. Thomas

BMT/pa
Enclosures

FILED
96 SEP 18 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER SEP 20 1996

**ARTICLES OF INCORPORATION
OF**

UNION CAPITAL INVESTMENTS OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

UNION CAPITAL INVESTMENTS OF FLORIDA, INC.

ARTICLE II - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this corporation shall come into existence shall be upon the filing of these Articles with the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent**

The street address of the initial corporate office of this corporation is 2221 Lee Road, Suite 17, Winter Park, Florida 32789, and the name of the initial Registered Agent is Bryan M. Thomas, 2221 Lee Road, Suite 17, Winter Park, Florida 32789.

ARTICLE VI Directors

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. In no event, however, shall the number of Directors be less than one (1).
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this corporation or until their successors are elected or appointed and have qualified, is:

Name

Address

Lillian D. Clarke

5871 Michaux Street
Boca Raton, Florida 33433

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the

Shareholders of this corporation for any cause deemed sufficient by such Shareholders.

- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

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

Name

Address

Bryan M. Thomas

2221 Lee Road, Suite 17
Winter Park, Florida 32789

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

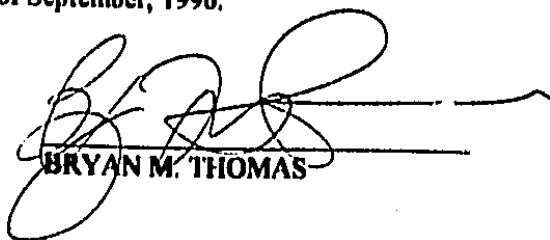
ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Shareholders or the Board of Directors of this corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI - No Preemptive Rights

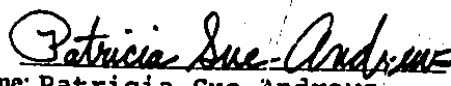
No shareholder of this corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of September, 1996.


BRYAN M. THOMAS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of September, 1996, by BRYAN M. THOMAS, who is personally known to me, and who did not take an oath.


Typed Name: Patricia Sue Andrews
Notary Public

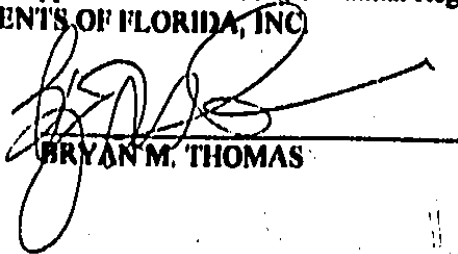
My Commission Expires:



PATRICIA SUE ANDREWS
My Commission CC370662
Expires Jun. 06, 1998
Bonded by ANG
800-852-8878

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of UNION CAPITAL INVESTMENTS OF FLORIDA, INC.


BRYAN M. THOMAS

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TALLAHASSEE, FLORIDA