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FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
075467000342

ACCT#:

CONTACT: BETH A MARLEY
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FAX #:

NAME: EUI COMPANY, INC.

AUDIT NUMBER.....H96000013395

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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9/25/96
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BETH MARLEY
925

((H96000013395 4))

**ARTICLES OF INCORPORATION
OF
EUI COMPANY, INC.**

**FILED
06 SEP 25 11 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

EUI COMPANY, INC.

ARTICLE II

The mailing address of the corporation is:

c/o Zuckerman, Spaecker, Taylor & Evans
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

The address of the principal office is not known as of the date hereof.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

Prepared by:
Jill M. Grimes, Esq., FL Bar No.: 884847
Zuckerman Spaecker Taylor & Evans, LLP
201 South Biscayne Blvd., Suite 900
Miami, FL 33131
Phone No.: (305) 358-5000

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ARTICLE VI

The address of the initial registered office is 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is JILL M. GRANAT, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is ONE, whose name and address is:

JILL M. GRANAT
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

ARTICLE IX

The name and address of the Incorporator is JILL M. GRANAT, 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131.

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, JILL M. GRANAT, being the Incorporator of this corporation, make and file these Articles of Incorporation this 24th day of September, 1996.



JILL M. GRANAT, INCORPORATOR

((H96000013395 4))

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

EUI COMPANY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED JILL M. GRANAT, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. JILL M. GRANAT'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:
JILL M. GRANAT
201 SOUTH BISCAYNE BOULEVARD, SUITE 900
MIAMI, FLORIDA 33131

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96 SEP 25 PM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jill M. Granat
JILL M. GRANAT, INCORPORATOR

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

Jill M. Granat
JILL M. GRANAT, AS REGISTERED
AGENT FOR EUI COMPANY, INC.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 24th day of September, 1996.

Blanca R. Meneses
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]

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