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ACCOUNT NO. : 072100000032

REFERENCE : 118969 4311639

AUTHORIZATION : Patricia Pzyto

COST LIMIT : \$ 70.00

ORDER DATE : October 14, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 118969-005

CUSTOMER NO: 4311639

CUSTOMER: Matt Anderson, Legal Assistant
AKERMAN SENTERFITT & EIDSON

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One Southeast Third Avenue
28th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: BARDELS MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 OCT 14 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 14 AM 11:34
DIVISION OF CORPORATION

KR
10-15-96

**ARTICLES OF INCORPORATION
OF
BARDELS MANAGEMENT, INC.**

FILED
96 OCT 14 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is BARDELS MANAGEMENT, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 3930 Inverrary Boulevard, Suite 201, Lauderhill, FL 33319.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 3930 Inverrary Boulevard, Suite 201, Lauderhill, FL 33319. The name of the corporation's initial registered agent at that office is Sidney Weinschneider.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Richard L. Schanerman, One SE 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI

DIRECTOR


The name and street address of the individual who is to serve as the initial director of the corporation is Sidney Weinschneider, 3930 Inverrary Boulevard, Suite 201, Lauderhill, FL 33319.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of Aug, 1996.




Richard L. Schanerman, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BARDELS MANAGEMENT, INC., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25 day of August, 1996.


Sidney Weipschneider

FILED
96 OCT 14 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA