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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EAI PARTNERS, INC.

AUDIT NUMBER.....H96000015553

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

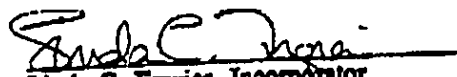
OF

EAI PARTNERS, INC.

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

- FIRST:** The name of the Corporation is EAI PARTNERS, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 1900 Corporate Boulevard, Suite 305 West, Boca Raton, Florida 33431.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Linda C. Frazier, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The corporate existence of the Corporation shall commence on November 4, 1996.
- EIGHTH:** The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of November, 1996.


Linda C. Frazier, Incorporator

(305) 373-9433
Linda F. Frazier
Florida Bar Number 0990035
Broad and Cassel
Miami Center, Suite 3000
200 South Biscayne Boulevard
Miami, Florida 33131

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frazier
Linda C. Frazier, Vice President

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