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KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

FAX NO. 3059911895

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DIVISION OF CORPORATIONS

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FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
073707002173

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NAME: FDR FINANCIAL GROUP OF AMERICA, INC.

AUDIT NUMBER.....H96000015728

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

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KRAMER GREEN ZUCKERMAN K

FAX NO. 3059811805

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ARTICLES OF INCORPORATION
OF
FDR FINANCIAL GROUP OF AMERICA, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the Corporation is FDR FINANCIAL GROUP OF AMERICA, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by:

Robert M. Kramer, Esq.
Bar No. 181940
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021
Phone: (954)966-2112 - 1 -

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The name and address of the person to serve as member of the initial board of directors is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

Leslie H. Zuckerman
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

Jeffrey Solodkin
4000 Hollywood Boulevard
Suite 495 South
Hollywood, Florida 33021

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

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ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

4000 Hollywood Boulevard
Suite 495 South
Hollywood, Florida 33021

Executed by the undersigned on the 6th day of November, 1996.

Robert M. Kramer
ROBERT M. KRAMER, INCORPORATOR

STATE OF FLORIDA }
COUNTY OF BROWARD } S.S.

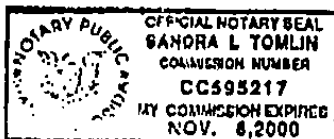
BEFORE ME personally appeared ROBERT M. KRAMER, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me.

6 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of November 1996.

Sandra L. Tomlin
NOTARY PUBLIC

SANDRA L. TOMLIN
Typewritten Name of Notary

My Commission Expires:



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KRAMER GREEN ZUCKERMAN K

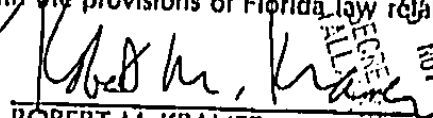
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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


ROBERT M. KRAMER

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TALLAHASSEE, FLORIDA

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