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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-227-6711
904-227-0392

800-342-8086



PRENTICE HALL
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ACCOUNT NO. : 072100000032

REFERENCE : 179621 4369500

AUTHORIZATION :

Patricia Lynn

COST LIMIT : \$ 122.50

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC -9 AM 8:51

ORDER DATE : December 6, 1996

ORDER TIME : 4:52 PM

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CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

DOMESTIC FILING

NAME: OP I, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: OP I, INC.
Ref. Number: W96000025838

RESUBMIT
Please give original
submission date as file date

We have received your document for OP I, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Sharon Tala
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Letter Number: 896A00055101

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ARTICLES OF INCORPORATION

OF

OP II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -9 AM 8:57

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

OP II, INC.

The address of the principal office of this corporation shall be 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Totte
Director

1615 South Congress Avenue, Suite 200
Delray Beach, Florida 33444

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 6, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

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DIVISION OF CORPORATIONS
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

MKE