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FLORIDA DIVISION OF CORPORATIONS

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FROM: ADORNO & ZEDER, P.A.
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ACCT#:

CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
(305) 858-4777

FAX #:

NAME: AFMC ACQUISITION CORP.

AUDIT NUMBER.....H97000009749

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

CERT. OF STATUS..0

PAGES..... 2

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**ARTICLES OF INCORPORATION
OF
AFMC ACQUISITION CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is AFMC Acquisition Corp. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

9350 S. Dixie Highway
Suite 1220
Miami, Florida 33156

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ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 13, 1997.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: Justin T. Wilson
Justin T. Wilson, Secretary

This document prepared by:
Justin T. Wilson
2601 S. Bayshore Dr.
Suite 1600
Miami, FL 33133
(305) 858-5555

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is AFMC Acquisition Corp.
2. The name and address of the Registered Agent and the Registered Office is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of AFMC Acquisition Corp., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Dated this 13th day of June, 1997

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson, Secretary

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