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FLORIDA DIVISION OF CORPORATIONS
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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
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NAME: SUNCOAST CAPITAL MARKETS, INC.
AUDIT NUMBER.....H97000011656
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FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

July 18, 1997

ATLAS, PEARLMAN, TROP, ET AL.

SUBJECT: SUNCOAST CAPITAL MARKETS, INC.
REF: W97000016579

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

SUNCOAST CAPITAL MARKETS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: SUNCOAST CAPITAL MARKETS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 200 East Broward Boulevard, Suite 1125, Fort Lauderdale, Florida 33301.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Elliot P. Borkson, Esq., FL BAR #154785
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, par value \$1.00 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Karen Paige
200 East Broward Boulevard, Suite 1125
Fort Lauderdale, Florida 33301

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Karen Paige, 200 East Broward Boulevard, Suite 1125, Fort Lauderdale, Florida 33301.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

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ARTICLE IX
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Karen Paige
Todd Cohen
David Zwick
200 East Broward Boulevard, Suite 1125
Fort Lauderdale, FL 333061

The person(s) named as initial Directors shall hold office for the first year of existence of this Corporation, or until his or her successor is elected or appointed and has qualified, whichever occurs first.

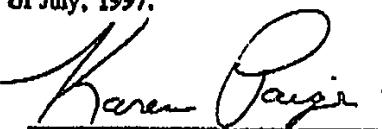
ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 16th day of July, 1997.


Karen Paige
Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SUNCOAST CAPITAL MARKETS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 200 East Broward Boulevard, Suite 1125, Fort Lauderdale, Florida 33301, has named Karen Paige whose address is, 200 East Broward Boulevard, Suite 1125, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By:


Karen Paige, Registered Agent

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