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FLORIDA DIVISION OF CORPORATIONS
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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT

ACCT#: 076077000355

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NAME: A. F. MEMBER CORP.

AUDIT NUMBER.....H97000017583

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

CERT. OF STATUS..1

PAGES..... 2 ③

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ARTICLES OF INCORPORATION
OF
A. F. MEMBER CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is A. F. Member Corp.

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 14201 Myerlake Circle, Clearwater, Florida 33760.

ARTICLE III
Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Tampa, Florida 33602, and the name of its initial registered agent at that address is Nathaniel L. Doliner, Esquire, c/o Carlton Fields.

ARTICLE V
Incorporator

The name and address of the incorporator are:

Name

Address

Nathaniel L. Doliner, Esquire

Carlton Fields
One Harbour Place
Tampa, Florida 33602

Prepared by: Nathaniel L. Doliner, Esquire
Carlton Fields
One Harbour Place
Tampa, FL 33602
(813) 223-7000
Bar #161506

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ARTICLE VI
Initial Director

The corporation initially shall have one director, whose name and address is:

Name**Address**

William R. Higgins

1140 Friendly Way
St. Petersburg, Florida 33705

Dated this 22nd day of October, 1997.


Nathaniel L. Doliner, Incorporator**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 22nd day of October, 1997.


Nathaniel L. Doliner, Registered AgentFILED
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