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FLORIDA DIVISION OF CORPORATIONS

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FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS  
075467000342

ACCT#:

CONTACT: BETH A MARLEY

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FAX #:

NAME: WARLOCK, INC.

AUDIT NUMBER.....H97000017625

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

CERT. OF STATUS..0

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## ARTICLES OF INCORPORATION

OF

WARLOCK, INC.

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

The name of the corporation is:

WARLOCK, INC.

### ARTICLE II

The mailing address of the corporation is:

93 Melrose Avenue  
Ormond Beach, FL 32178

The address of the principal office is:

93 Melrose Avenue  
Ormond Beach, FL 32178

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### ARTICLE III

The duration of this corporation is to be perpetual.

### ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

### ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

### ARTICLE VI

The address of the initial registered office is c/o Zuckerman Spaeder Taylor & Evans, L.L.P., 201 South Biscayne Boulevard, Miami Center - Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is Jill M. Granat, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of

Jill M. Granat, Esq.  
Florida Bar No. 884847  
Zuckerman Spaeder Taylor & Evans, LLP  
201 S. Biscayne Blvd., Suite 900  
Miami, FL 33131

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process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

#### ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

#### ARTICLE VIII

The number of directors constituting the initial board of directors is two, whose names and addresses are:

William H. Jones, Jr.  
93 Melrose Avenue  
Ormond Beach, FL 32178

James P. Napolitano  
93 Melrose Avenue  
Ormond Beach, FL 32178

#### ARTICLE IX

The name and address of the Incorporator is:

Jill M. Granat  
c/o Zuckerman Spaeder Taylor & Evans, L.L.P.  
201 South Biscayne Boulevard  
Miami Center - Suite 900  
Miami, Florida 33131

#### ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Jill M. Granat, being the Incorporator of this corporation, make and file these Articles of Incorporation this 22nd day of October, 1997.



JILL M. GRANAT, INCORPORATOR

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

WARLOCK, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, HAS JILL M. GRANAT, AN INDIVIDUAL WHO RESIDES IN  
THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA. WARLOCK, INC.'S BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED  
OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:

Jill M. Granat  
c/o Zuckerman Spaeder Taylor & Evans, L.L.P.  
201 South Biscayne Boulevard  
Miami Center - Suite 900  
Miami, Florida 33131

TALLAHASSEE, FLORIDA

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*Jill M. Granat*  
JILL M. GRANAT, INCORPORATOR

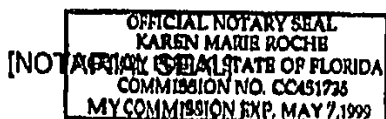
WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE  
CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND  
FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE  
PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

*Jill M. Granat*  
JILL M. GRANAT, AS REGISTERED AGENT  
FOR WARLOCK, INC.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

SWORN TO AND SUBSCRIBED before me this 22nd day of October, 1997.



*Karen Marie Roche*  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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