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FROM: MOMBACH, BOYLE & HARDIN, P.A.

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: MOMBACH, BOYLE & HARDIN, P.A.

ACCT#: 074143000064

CONTACT: DEAN A BROOKS

PHONE: (954) 467-2200

FAX #: (954) 467-2210

NAME: WAVECREST MANAGEMENT CORPORATION

AUDIT NUMBER.....H97000018073

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

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WAVECREST MANAGEMENT CORPORATION

ARTICLE I

The name of the corporation is WAVECREST MANAGEMENT CORPORATION. The principal business address or mailing address of the corporation is: 1500 N.W. 49th Street, Suite 500, Fort Lauderdale, Florida 33309.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue seven thousand five hundred (7,500) shares of capital stock at the par value of One Dollar (\$1.00) each.

Prepared by: Conrad J. Boyle, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, FL 33394
Florida Bar No. 306711

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ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394, and the name of the initial registered agent of the corporation at that address is Conrad J. Boyle.

ARTICLE VI

The corporation shall have initially two (2) director(s). The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial directors of the corporation are:

Dale Chynoweth
1500 N.W. 49th Street
Suite 500
Fort Lauderdale, FL 33309

William Keenan
1500 N.W. 49th Street
Suite 500
Fort Lauderdale, FL 33309

ARTICLE VII

The name and address of the person signing these Articles is:

Dale Chynoweth
1500 N.W. 49th Street
Suite 500
Fort Lauderdale, FL 33309

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

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ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of October, 1997.


DALE CHYNOWETH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of October, 1997, by Dale Chynoweth, who is personally known to me or who has produced a _____ driver's license as identification and who did take an oath.

 Linda L. Decker
My Commission CC658646
Expires July 12, 2001


Notary Public - State of Florida
My Commission Expires: 7/12/2001
Commission Number: CC658646

I, Conrad J. Boyle, hereby accept the designation of Resident Agent for service of process upon WAVECREST MANAGEMENT CORPORATION, a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 28th day of October, 1997.


Conrad J. Boyle

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October 22, 1997

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