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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ANDREA ARNESON

PHONE: (305) 358-9900

FAX #:

(305) 789-9302

NAME: FUND HC, INC.

AUDIT NUMBER.....H97000019697

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

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PAGES..... 2

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**ARTICLES OF INCORPORATION
OF
FUND HC, INC.**

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation ("Articles"):

- FIRST:** The name of the corporation is Fund HC, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
- THIRD:** The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Stroock & Stroock & Lavan LLP 200 South Biscayne Boulevard, Suite 3300, Miami, Florida 33131 and the registered agent at that address is Claudia F. Haines, Esq.
- FIFTH:** The Corporation's purpose is to engage in any lawful activity permitted under the Florida Business Corporation Act.
- SIXTH:** The following individual shall serve on the Corporation's board of directors ("Board") until his successor has been elected and duly qualified:

Michael M. Adler

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of November, 1997.



Claudia F. Haines, Incorporator

THIS INSTRUMENT PREPARED BY:
Claudia F. Haines, Esq.
Florida Bar No. 0055115
200 South Biscayne Boulevard
Suite 3300
Miami, Florida 33131-2385
(305) 358-9900

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Fund HC, Inc. and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: *Claudia F. Haines*
Claudia F. Haines, Esq.

THIS INSTRUMENT PREPARED BY:
Claudia F. Haines, Esq.
Florida Bar No. 0055115
200 South Biscayne Boulevard
Suite 3300
Miami, Florida 33131-2385
(305) 358-9900