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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ANDREA ARNESON  
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NAME: ADLER NEWCO G.P., INC.

AUDIT NUMBER.....H97000019696

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION**  
**OF**  
**ADLER NEWCO G.P., 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 Adler Newco G.P., Inc. (the "Corporation").

**SECOND:** The principal office address and mailing address of the Corporation is: 1400 N.W. 107<sup>th</sup> 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 act as a general partner ("General Partner") of AP-Adler Investment Fund, L.P., a Delaware limited partnership ("Partnership").

**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 26 th day of November, 1997

  
\_\_\_\_\_  
Claudia F. Haines, Incorporator

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THIS INSTRUMENT PREPARED BY:  
Claudia F. Haines, Esq.  
Florida Bar No. 0055115  
200 South Biscayne Boulevard  
Suite 3300  
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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Adler Newco G.P., 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.

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