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LAW OFFICES  
**WILLIAM J. JOHNSON, JR.**  
SUITE 200  
633 SOUTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33301

(954) 524-4440  
FAX (954) 524-5163

PALM BEACH COUNTY OFFICE

ONE LINCOLN PLACE  
1900 GLADES ROAD

SUITE 401  
BOCA RATON, FLORIDA 33431

November <sup>24</sup> 7, 1997

REPLY TO:  
FT. LAUDERDALE

300002357413--7  
-11/26/97--01011--015  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Dept. of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fla. 32314

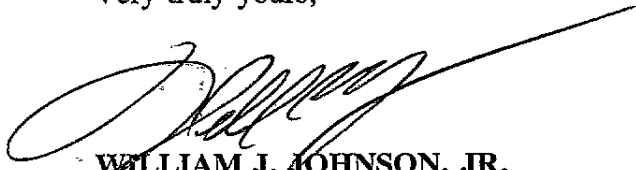
Re: Articles of Incorporation of  
Fleming and Hall Administrators, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



WILLIAM J. JOHNSON, JR.

FLEMING & HALL ADMINISTRATORS, INC.

633 S. Andrews Avenue  
Suite 200  
Fort Lauderdale, Florida 33301  
Tel: 954-524-4440

FILED  
97 NOV 26 AM 10:28  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

B2B  
12-1-97

ARTICLES OF INCORPORATION

OF

FLEMING AND HALL ADMINISTRATORS, INC.

FILED  
97 NOV 26 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be FLEMING AND HALL ADMINISTRATORS, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue 1000 shares of common stock, all of one class, with a par value of One Dollar (\$ 1.00 ) per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The address of the principal office is 633 S. Andrews Avenue, Suite 200, Fort Lauderdale,

Florida 33301.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of its initial registered agent is William J. Johnson, Jr., Esquire, 633 S. Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33301.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of two (2) director(s), and shall have two (2) director(s) initially. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The name(s) and address(es) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholders or until their successor is elected and qualify is/are:

ROBERT BARSON  
633 S. Andrews Avenue  
Suite 200  
Fort Lauderdale, Florida 33301

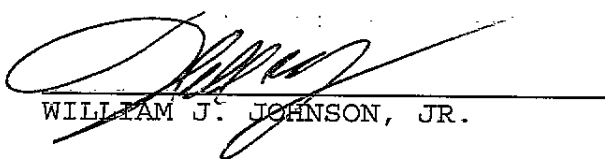
GREG HALL  
633 S. Andrews Avenue  
Suite 200  
Fort Lauderdale, Florida 33301

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of the corporation is:

WILLIAM J. JOHNSON, JR., ESQUIRE  
633 S. Andrews Avenue  
Suite 200  
Fort Lauderdale, Florida 33301  
Telephone: 954-524-4440

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 24<sup>th</sup> day of NOVEMBER, 1997.

  
WILLIAM J. JOHNSON, JR.

CERTIFICATE OF DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

FLEMING AND HALL ADMINISTRATORS, INC.  
(Name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That the above corporation, organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 633 South Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33301 has named William J. Johnson, Jr., Esquire located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and 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 obligations of my position as registered agent.

SIGNATURE: 

WILLIAM J. JOHNSON, JR.

TITLE: Registered Agent

DATE: 11-24-97

FILED  
97 NOV 26 AM 10:28  
STATE OF FLORIDA  
TALLAHASSEE