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ARTICLES OF INCORPORATION

OF

DEERFIELD EQUITIES, INC.

97 DEC 12 PM 2: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be Deerfield Equities, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 6440 N. Bay Road, Miami Beach, Florida 33141. The mailing address of the Corporation is 6440 N. Bay Road, Miami Beach, Florida 33141.

ARTICLE III

DURATION

The Corporation shall have perpetual existence commencing on December 10, 1997.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of the Corporation shall consist of 10,000 shares of common stock, par value \$.01 per share.

Prepared by:

Neil W. Platock, Esq., FL Bar #0475963

Ruden, McClosky, Smith, Schuster & Russell, P.A.

222 Lakeview Avenue, Suite 800

West Palm Beach, Florida 33401

WPB:70194:1

(561) 838-4500

ARTICLE V

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 711 South Rio Vista Boulevard, Fort Lauderdale, Florida 33316 and the initial registered agent of the Corporation at that address shall be Bradley E. McNutt.

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Bradley E. McNutt 711 South Rio Vista Boulevard Fort Lauderdale, Florida 33316

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

NAME ADDRESS

Robert G. Souaid 6440 N. Bay Road Miami Beach, FL 33141

Bradley E. McNutt 711 South Rio Vista Boulevard Fort Lauderdale, FL 33316

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 10th day of December, 1997.

Bradley E. McNutt, Incorporator

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Bradley E. McNutt, Registered Agent

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