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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URLARTE PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: C.E. OF PALM BEACH CORFORATION

AUDIT NUMBER..... H98000007545

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

CERT. OF STATUS..1

PAGES.....4

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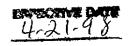
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# ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

## Article I. Name

The name of this Florida corporation is: C.E. of Palm Beach Corporation

# Article II. Address

The mailing address of the Corporation is: C.E. of Palm Beach Corporation c/o Cynthia Jackson 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401

# Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Cynthia Jackson 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401

# Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Raymond E. Carter Alan J. Evans

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Gary Walk | FL Bar Member 838829 Lewis, Vegosen, Rosenbach & Silber, P.A. 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401 561-659-3300

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# Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.10 per share.

# Article VI. Incorporator

The name and address of the incorporator is: Gary Walk Lewis, Vegosen, Rosenbach & Silber, P.A. 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401

# Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 21, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 22, 1998.

**GARY WALK** 

by L.A. Uriarte as attorney-in-fact

Gary Walk | FL Bar Member 838829 Lewis, Vegosen, Rosenbach & Silber, P.A. 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401 561-659-3300

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# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

**CORPORATION:** 

C.E. of Palm Beach Corporation

# REGISTERED AGENT/OFFICE:

Cynthia Jackson 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CYNTHIA JACKSON

by L.A. Uriarte as attorney-in-fact

Date: April 22, 1998

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Gary Walk i FL Bar Member 838829 Lewls, Vegosen, Rosenbach & Silber, P.A. 500 South Australian Avenue, 10th Floor West Palm Beach FL 33401 561-659-3300

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