CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 P988000043	FILED FURETARY OF STATE IN VISION OF CORPORATIONS 32223 BMAY 13 PM 1: 16
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OF

EQUITY MANAGEMENT PARTNERS, CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is EQUITY MANAGEMENT PARTNERS, CORP.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 444 Brickell Ave., Ste. 400, Miami, FL 33131.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Russell Adler, 444 Brickell Ave., Ste. 400, Miami, FL 33131.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Ronald Berkovitz, P/D Russell Adler, VP/D 444 Brickell Ave., Ste. 400, Miami, FL 33131.

The undersigned has executed these Articles of Incorporation this day 13th of May, 1998.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

Lauren Strong

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Equity MANAgemen + Partners, Corp (must include suffix)

2. The name and address of the registered agent and office is:

Russell Adler 444 Brickell Ave. Ste. 400 (P.O. Box or Mail Drop Box NOT ACCEPTABLE) MiAmi FL 33131 (CITY/STATE/ZIP)

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 act in this capacity. I further 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.

5/10/98

(SIGNATURE)