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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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NAME: MEINHARDT RESOURCE MANAGEMENT CO.

AUDIT NUMBER.....H98000010244

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortonham
Secretary of State

June 2, 1998

ATLAS, PEARLMAN, TROP & BORKSON, P.A.

SUBJECT: MEINHARDT RESOURCE MANAGEMENT CO.
REF: W98000012534

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ARTICLES OF INCORPORATION
OF
MEINHARDT RESOURCE MANAGEMENT CO.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, a natural person competent to contract, does hereby make,
subscribe and file these Articles of Incorporation for the purpose of organizing a
corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Meinhardt Resource Management Co.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 21566 Eucalyptus
Way, Boca Raton, Florida 33433.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall
be to engage in any and all lawful business permitted under the laws of the United
States and the State of Florida.

Elliott P. Borkson, Esq., FL Bar #154785
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Joseph Barnes
2929 East Commercial Boulevard, Suite 409
Fort. Lauderdale, Florida 33308

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

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ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

Mr. Mel Meinhardt
21566 Eucalyptus Way
Boca Raton, Florida 33433

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Elliott P. Borkson, 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 25th day of May, 1998.


Elliott P. Borkson, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Meinhardt Resource Management Co., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 21566 Eucalyptus Way, Boca Raton, FL 33433 . . . has named Joseph Barnes whose address is 2929 East Commercial Boulevard, Suite 409, Fort Lauderdale, Florida 33308, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Joseph Barnes, Registered Agent

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