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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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NAME: LVS FINANCIAL, INC.
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ARTICLES OF INCORPORATION
OF
LVS FINANCIAL, INC.

The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of this corporation (hereinafter, the "Corporation") shall be:

LVS FINANCIAL, INC.

SECOND: The street and mailing address, wherever located, of the Corporation shall be: 501 Palm Trail, Delray Beach, Florida 33483.

THIRD: The number of shares that the Corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of \$.01 each and are of the same class and are shares of Common Stock.

FOURTH: The purpose for which this Corporation is organized is the transaction of any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The street address of the initial registered office of the Corporation in the State of Florida is: 501 Palm Trail, Delray Beach, FL 33483. The name of the initial registered agent of the Corporation at the said registered office is Hickman Powell.

The written acceptance of the said initial registered agent, as required by the provisions of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is hereby made a part of these Articles of Incorporation.

PREPARED BY:
MICHAEL BASILE, ESQ.
FLORIDA BAR NO. 197599
STROOCK & STROOCK & LAVAN LLP
3300 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
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SEVENTH: The Corporation's initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve as the member of the Corporation's initial Board of Directors until the first annual meeting of shareholders or until a successor is elected and qualified are:

Name

Address

Hickman Powell

501 Palm Trail
Delray Beach, FL 33483

The number of directors of the Corporation shall be determined from time to time as set forth in the bylaws of the Corporation.

EIGHTH: The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director, is hereby waived and eliminated to the fullest extent allowed by law.

NINTH: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Corporation shall have the power to enter into indemnification agreements for this purpose, and such agreements and the bylaws of the Corporation may specify the terms and provisions of such indemnification obligations.

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TENTH: The name and address of the Incorporator of the Corporation is:

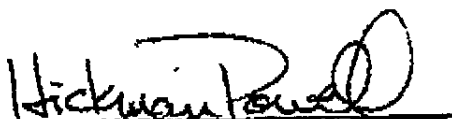
Name

Address

Hickman Powell

501 Palm Trail
Delray Beach, FL 33483

Signed on June 2, 1998.


Hickman Powell - Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Hickman Powell

Date: June 2, 1998

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