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From-RUDEN MC CLOSKY

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ~~LISA A. LAMERS~~ MARLI SHAFER
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: IHMI SUB, INC.

AUDIT NUMBER.....R98000018614

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

10-7-98
AM

**ARTICLES OF INCORPORATION
OF
IHHI SUB, INC.**

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 is IHHI Sub, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 2650 N. Military Trail, Suite 300, Boca Raton, Florida 33431.

**ARTICLE III
AUTHORIZED SHARES**

The total number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 2650 N. Military Trail, Suite 300, Boca Raton, Florida 33431 and the initial registered agent of the Corporation at such address is Kathleen Grace.

Michael H. Krul, Esq., FL Bar #0196954
Ruden, McClosky, et al., P.O. Box 1900
Ft. Lauderdale, FL 33301
954-764-6660

FTL-360519.1

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ARTICLE V INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Kathleen Grace	2650 N. Military Trail, Suite 300, Boca Raton, FL 33431

ARTICLE VI PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII LIMITS ON LIABILITY; RIGHT TO INDEMNIFICATION

A. Limitation on Liability of Directors

The liability of members of the Board of Directors of the Corporation shall be limited to the fullest extent permitted by Section 607.0831 of the Florida Business Corporation Act or any successor or supplemental provision thereof relating to the liability of directors of corporations incorporated under the Florida Business Corporation Act.

B. Right to Indemnification

The Corporation shall, to the fullest extent permitted by the provisions of Section 607.0831 of the Florida Business Corporation Act or any successor or supplemental provision thereof, indemnify all person to which it may have the power to indemnify under said provisions, from and against all liabilities, expenses and costs permitted thereby, including, without limitation, the right to receive advancement of expenses. The indemnification provided for herein shall not be deemed to be exclusive of any other rights to which the indemnified parties may be entitled under any By-law, indemnification agreement, insurance policy or otherwise, and shall apply both to actions taken in a official capacity and to actions taken in any other capacity, whether taken on behalf of the Corporation or at its direction. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of such person's heirs, executors and administrators.

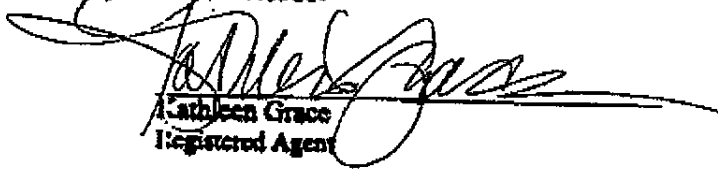
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of October, 1998.


Kathleen Grace
Incorporator

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

THE UNDERSIGNED, named as the registered agent in Article IV 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.


Kathleen Grace
Registered Agent

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