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ARTICLES OF INCORPORATION

OF

ACC - ACQUISITION SUBSIDIARY, INC.

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The undersigned, being an 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 the corporation is ACC - Acquisition Subsidiary, Inc. (the

"Corporation").

SECOND:

The street and mailing address of the principal office of the Corporation shall be:

500 E. Broward Blvd.

Ste. 1110

Ft. Lauderdale, FL 33394

THIRD:

The Corporation shall have authority to issue not more than 1,000 shares of

common stock of \$0.01 par value per share.

FOURTH:

The street address of the initial registered office of the Corporation in the State of Florida is 500 E. Broward Blvd., Ste. 1110, Ft. Lauderdale, FL 33394.

The name of the initial registered agent of the Corporation at the said registered

office is James Cuthbertson.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH:

The name and address of the incorporator are:

Leah S. Aldridge, Esq.

Morris, Manning & Martin, L.L.P.

3343 Peachtree Rd., Ste. 1600

Atlanta, GA 30326

Leah S. Aldridge, Esq.

Incorporator

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.

James Cuthbertson

98 OCT 22 PH 2: 48
SECRETARY OF STATE
ANASSEE, FLORING