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ARTICLES OF INCORPORATION

OF

GOODMAN, INC.

99 FEB - 1 PM 2: 368 SEURETARY OF STATES TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, Chapter 607, Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be GOODMAN, INC.. The principal address of the Corporation will be 5150 Tamiami Trail N., Suite 300, Naples, FL 34013. The mailing address shall be the same.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Page -1-

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5150 Tamiami Trail N., Suite 300, Naples, FL 34013 and the name of the initial registered agent at that address is Mark S. Goodman

ARTICLE VII. INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

Mark S. Goodman 5150 Tamiami Trail N., Suite 300 Naples, FL 34013

ARTICLE VIII. OFFICERS AND DIRECTORS

The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

NAME ADDRESS

Mark S. Goodman 5150 Tamiami Trail N., Suite 300 Naples, FL 34013

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of January, 1999.

Subscriber (Mark S. Goodman

STATE OF FLORIDA) SS: COUNTY OF COLLIER)

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared Mark S. Goodman known to be and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced a driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28th day of January, 1999.

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

OFFICIAL NOTARY SEAL BURY E. EISENBERG COMMISSION NUMBER CC512954 MY COMMISSION EXP. DEC. 4, 1999 Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GOODMAN, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 5150 Tamiami Trail N., Suite 300, Naples, FL 34103, County of Collier, State of Florida, has named Mark S. Goodman, located at 5150 Tamiami Trail N., Suite 300, Naples, FL 34103, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

By:

Wark S. Goodman

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