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FLORIDA PROFIT CORPORATION OR P.A.

SJM Gerard, Inc.

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**ARTICLES OF INCORPORATION
OF
SJM GERARD, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is SJM Gerard, Inc.

ARTICLE II - PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III - STOCK

This Corporation is authorized to issue One Thousand (1000) shares of common stock, with a par value of One and No/100s Dollar (\$1 00) per share.

ARTICLE IV - INCORPORATOR

The name and address of the Incorporator of this Corporation is Philip M. Sprinkle II, Esquire, Phillips Point, East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

ARTICLE V - ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is Phillips Point, East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Philip M. Sprinkle II.

Philip M. Sprinkle II, Esquire
Florida Bar No. 0724890
777 South Flagler Drive, Suite 900, East Tower
West Palm Beach, Florida 33401
Phone (561) 659-5990

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ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the Principal Office of this Corporation is
125 Forest Hill Boulevard, West Palm Beach, Florida 33405.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: The business of this Corporation shall be managed by a Board of Directors,
whose members are referred to herein as Directors.

Section 2: This Corporation shall have one (1) Director initially and the number of
Directors may be increased or diminished from time to time as provided for in the By-Laws of
this Corporation but shall never be less than one (1).

Section 3: The name and address of the initial Director of this Corporation, who shall
hold office until the first annual meeting of shareholders and thereafter until her successors are
elected, is as follows:

Gale Gerard
125 Forest Hill Boulevard
West Palm Beach, Florida 33405

Section 4: The Board of Directors shall be selected and removed and shall have such
rights, privileges, powers and duties as provided for in the By-Laws of this Corporation as may
be amended from time to time

ARTICLE VIII - OFFICERS

Section 1 This Corporation shall have a President, Secretary and Treasurer and may
have additional and assistant officers including, without limitation thereto, one or more Vice
Presidents, Assistant Secretanes and Assistant Treasurers. A person may hold more than one
office.

Section 2. The officers shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of the Corporation as may be amended from time to time.

ARTICLE IX - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X - TERM

The duration of this Corporation is perpetual.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of April, 1999


Philip M. Spinkie II, Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

SJM Gerard, Inc. of Florida, has designated Phillips Point, East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, as its initial Registered Office and has named Philip M. Sprinkle II, located at that address as its initial Registered Agent.


Philip M. Sprinkle II, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Philip M. Sprinkle II, Registered Agent

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