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Division of Corporations

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Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

4-8-99

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : FLEMING, HAILE & SHAW, P.A.

Account Number: 076326003550 Phone: (561)627-8100 Fax Number: (561)622-7603 99 APR -9 AM 10: 30
SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

Intermezzo, Inc.

| Certificate of Status | 0 | |
|-----------------------|---------|--|
| Certified Copy | 0 | |
| Page Count | 02 | |
| Estimated Charge | \$70.00 | |

B. McKnigii. APR 0 9 1999

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ARTICLES OF INCORPORATION

OF EFFECTIVE DATE U-8-99

The undersigned, acting as the incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

- The name of the Corporation is INTERMEZZO, INC.
- 2. The initial mailing address of the Corporation is:

2345 Okeechobee Boulevard West Palm Beach, Florida 33409

- The Corporation shall have perpetual existence.
- 4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- 5. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00), all of one class.
- 6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
- 7. The name of the Incorporator is Oren S. Tasini and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
- 8. The name of the initial Director is Robert C. Cuillo and his address is 2345 Okeechobee Boulevard, West Palm Beach, Florida 33409.
- 9. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
- 10. The effective date of the Corporation shall be the date of the execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Florida Department of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 24 day of April, 1999, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

Oren S. Tasini, Incorporator

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Prepared By: Oren S. Tasini, Esq.; Fla. Bar Number 0766097 Fleming, Haile & Shaw, P.A. 11780 U.S. Highway One, Suite 300 North Palm Beach, Florida 33408 (561) 627-8100

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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC., a Florida corporation

Oren S. Tasini,

Its Assistant Secretary

| ACKNOWI | EDGMENT |
|----------------|---------|
| VOLVIAČAA F | |

STATE OF FLORIDA

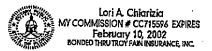
SS:

COUNTY OF PALM BEACH

| BEFORE ME personally appeared Oren | S. Tasini: | who produced the | ne following |
|---|----------------|-----------------------|--------------|
| identification | : 221-whois | s personally known | to mer and |
| who acknowledged before me that he executed | the foregoing | Articles of Incorpora | ation as his |
| free act and deed for the uses and purposes set | forth therein. | | |

WITNESS my hand and official seal, at North Palm Beach, Florida, this Bayday of April, 1999.

SEAL:



Sout Chiacizia Notary Public

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Prepared By: Oren S. Tasini, Esq.; Fla. Bar Number 0766097 Fleming, Haile & Shaw, P.A. 11780 U.S. Highway One, Suite 300 North Palm Beach, Florida 33408 (561) 627-8100