

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 761-2910
Fax Number : (954) 764-4996

FLORIDA PROFIT CORPORATION OR P.A.

Apax USA, Inc.

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**ARTICLES OF INCORPORATION
OF
APAX USA, 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 this Corporation shall be:

Apax USA, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 2127 Brickell Avenue, #3105, Miami, Florida 33129.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

Prepared by: P. Tristan Bourgoignie, Esq., FL #0919888
Ruden McClosky, Et al.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
FTL:415914:1 (305) 789-2700

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ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 701 Brickell Avenue, Suite 1900, Miami, Florida 33131 and the initial registered agent of this Corporation at that address shall be P. Tristan Bourgoignie, Esq.

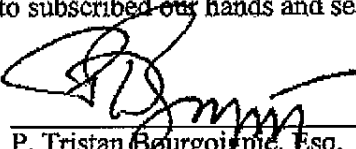
ARTICLE V

INCORPORATOR


The name and street address of the persons signing these Articles of Incorporation is:

P. Tristan Bourgoignie, Esq.
701 Brickell Avenue, Suite 1900
Miami, Florida 33131

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 29th day of April, 1999.


P. Tristan Bourgoignie, Esq.
Incorporator

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.


P. Tristan Bourgoignie, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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