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June 15, 1999

VIA OVERNIGHT DELIVERY

ATLANTA
CHICAGO
NEW YORK

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Albosaeda, Inc.

Dear Madam or Sir:

Enclosed herewith for filing with the Department of State are the following in connection with the incorporation of Albosaeda, Inc.:

1. Original and photocopy of the Articles of Incorporation;
2. Acceptance as Registered Agent;
3. A check in the amount of \$78.75 for the filing fee.

Please file the Articles of Incorporation and return a certified copy to me in the enclosed, pre-addressed, Federal Express envelope.

Thank you for your assistance in this matter. Please call me at (770) 226-1359 if you have any questions concerning this matter.

Very truly yours,

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-06/16/99--01077--020
*****78.75 *****78.75

Pattie M. Rimas

Pattie M. Rimas
Legal Assistant

/pmr
Enclosures

cc: Jim Mosbaugh (w/encls.)

GERALD F. ALLEN*
ALLEN D. ALTMAN
SAMUEL R. ARDEN
EMILY SANFORD BAIR
MARK V. BENVENISTE
MITCHELL S. BLOCK**
THEODORE I. BLUM
BARBARA BOTEIN*
GIL Y. BURSTINER
THOMAS B. CAHILL*
CHRISTEN C. CAREY
KRISTEN D. A. CARPENTER
J. SCOTT CARR
M. SUZANNE CAUSEY
ROBERT A. CHUBB*
JEREMY D. COHEN
CRAIG P. COLBURN, JR.
C. CELESTE CRESWELL
STEVEN A. CUNNINGHAM
MICHAEL R. DEMING*
GREGG M. DORMAN*
KAREN M. EDWARDS
ILENE H. FERENCZY**
MICHAEL S. FRENCH
JEANINE L. GIBBS
BRUCE D. GOODMAN*
JOHN GRAHAM*
JAMES R. HARLAND, JR.
PETER M. HARTMAN
W. DANIEL HICKS, JR.
D. CHARLES HOUK
ANGELA HSU
AJAY K. JINDIA
LESLIE K. JUTZI*
LORI E. KILBERG
CRAIG H. KRITZER
MARK J. LEVICK
JOHN H. LEWIS
LESLIE L. MACHADO*
JACK M. MARTIN
BETH MORAEE MAYFIELD
AASIA MUSTAKEEM
JACK D. PAPPALARDO*
DAVID L. PARDUE
DAVID M. PERNINI
STEPHANIE D. RATCLIFFE
STEVEN J. ROBERTS
BENNO G. ROTHSCHILD, JR.
RICHARD P. RUBENOFF
THEODORE H. SANDLER
CHRISTIAN D. SHIELDS
ROBERT D. SIMONS
GARY L. SIMPSON
DUANE D. SITAR
FRANK SLOVER
EPHRAIM SPIELMAN
ASHLEY C. STANLEY
JOHN E. TAYLOR
DEBRA M. THOMPSON
KEVIN M. WALSH
JOSEPH D. WARGO
THOMAS D. WHITE
KEITH N. WILSON
CHARLES L. WOOD
KRISTEN A. YADLOSKY

** Admitted CA Bar Only
* Admitted IL Bar Only
+ Admitted NY Bar Only
++ Admitted TX Bar Only

RETIREMENT PLAN
ADMINISTRATION
CYNTHIA A. GROSZKIEWICZ
ACTUARY

Altman, Kritzer & Levick, P.C.

6400 Powers Ferry Road, N.W., Suite 224 • Atlanta, Georgia 30339 • (770) 955-3555
730 Fifth Avenue, Suite 1805 • New York, New York 10019 • (212) 489-3745

Altman, Kritzer & Levick, Ltd.

1101 Perimeter Drive, Suite 700 • Schaumburg, Illinois 60173 • (847) 240-0340

ARTICLES OF INCORPORATION
OF
ALBOSAEDA, INC.

FILED
99 JUN 16 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation is ALBOSAEDA, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 14724 Pine Glen Circle, Lutz, Florida 33549.

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) with One and no/100 Dollar (\$1.00) par value per share.

**ARTICLE IV – INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The address of the initial registered office of the corporation is 14724 Pine Glen Circle, Lutz, Florida 33549 and the initial registered agent at such address is James D. Mosbaugh.

ARTICLE V – INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

James D. Mosbaugh
14724 Pine Glen Circle
Lutz, Florida 33549

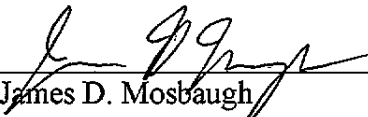
Dated this 15th day of June, 1999.


James D. Mosbaugh, Incorporator

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Albosaeda, Inc. at 14724 Pine Glen Circle, Lutz, Florida 33549, 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.

Dated this 15th day of June, 1999.


James D. Mosbaugh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA