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From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH) (Attn: Beth Edancki)  
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Vallace Enterprises, Inc.**

10/4/99

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Howard D. DuBosar, Esq.  
Greenberg Traurig, P.A.  
2255 Glades Road  
Suite 419A  
Boca Raton, Florida 33431  
(561) 912-3220  
Florida Bar #729108

**ARTICLES OF INCORPORATION  
OF  
VALLACE ENTERPRISES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is VALLACE ENTERPRISES, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

399 W. Palmetto Park Road  
Suite 102  
Boca Raton, Florida 33432

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION**

The Corporation shall have perpetual existence commencing on October 1, 1999.

**ARTICLE V - CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares".

**ARTICLE VI - BYLAWS**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

**ARTICLE VII - INDEMNIFICATION**

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

**ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of the Corporation are:

Howard D. DuBosar, Esq.  
Greenberg Traurig, P.A.  
2255 Glades Road  
Suite 419A  
Boca Raton, FL 33431

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Timothy Wallace  
399 W. Palmetto Park Road  
Suite 102  
Boca Raton, FL 33432

**ARTICLE X - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy Wallace	399 W. Palmetto Park Road Suite 102 Boca Raton, FL 33432

**ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of October, 1999.

  
\_\_\_\_\_  
Timothy Wallace, Sole Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 1st day of October, 1999.



Howard D. DuBosar, Registered Agent

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