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FLORIDA PROFIT CORPORATION OR P.A.

HDL MERGERCO, INC.

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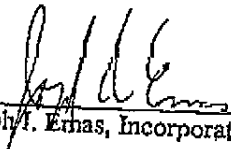
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**ARTICLES OF INCORPORATION
OF****HDL MERGERCO, INC.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is HDL Mergerco, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 500 N.W. 165th Street Road, Suite 100, Miami, Florida 33169.
- THIRD:** The Corporation is authorized to issue One Hundred (100) shares of common stock, par value \$0.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Joseph I. Emas, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name of the initial director of the Corporation is:
- KESTER J. NEDD, D.O.
- EIGHTH:** The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of October, 1999.


Joseph I. Emas, Incorporator

THIS DOCUMENT PREPARED BY:
JOSEPH I. EMAS
BROAD AND CASSEL
FL BAR NO. 00004952
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC., a
Florida corporation**

By: *Anna Salgado*
Anna Salgado, Vice President

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