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LAW OFFICES

WILLIAM C. SUSSMAN, P.A.

1570 MADRUGA AVENUE • SUITE 311

CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 662-1991

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October 18, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200003020632--2
-10/21/99-01052-016
*****78.75 *****78.75

Re: Select Processing Corporation

Dear Sir or Madam:

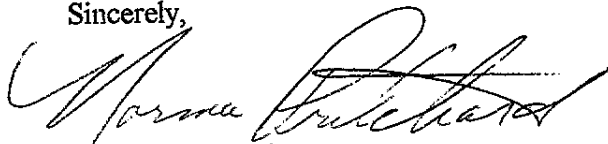
Enclosed please find original and copy of Articles of Incorporation of the referenced corporation. Also enclosed is our check in the amount of \$78.75, representing the filing fee, fee for designation of registered agent and fee for a certificate of status for the corporation. for the amendment.

After filing please forward the certificate of status to me in the enclosed, self-addressed, stamped envelope.

If there are any questions or problems, kindly call me collect before returning the materials to me.

Thank you for your assistance.

Sincerely,



Norma Pritchard
Legal Assistant

np
Encs.

EFFECTIVE DATE
10-18-99

FILED
99 OCT 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T BROWN OCT 25 1999

EFFECTIVE DATE
10-18-99

FILED
99 OCT 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SELECT PROCESSING CORPORATION**

THE UNDERSIGNED, desiring to incorporate a business corporation under the provisions of the Florida General Corporation Act does hereby certify:

1. The name of the corporation is:

SELECT PROCESSING CORPORATION

2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 100 shares of Common Stock having a par value of \$1.00 each.
5. The initial registered office of the corporation shall be located at **1570 Madruga Avenue, Suite 311, Coral Gables, Florida 33146**. The initial Registered Agent shall be **William C. Sussman**, whose address is: **1570 Madruga Avenue, Suite 311, Coral Gables, Florida 33146**.
6. The initial Board of Directors shall be comprised of ONE (1) member. The number of directors may be either increased or diminished from time to time as permitted in the bylaws but shall never be less than one director.

The name and address of the initial director is:

**Pamela K. McCall
1679 Oak Park Drive East, Suite A
Clearwater, FL 33764**

7. The name and address of the incorporator hereof is:

**William C. Sussman
1570 Madruga Avenue
Suite 311
Coral Gables, FL 33146**

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

9. The formation of the corporation shall be effective as of the date of execution of these Articles by the Incorporator.

In Witness Whereof, the undersigned has hereunto set his hand and seal this 18 day of October, 1999.



William C. Sussman, Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

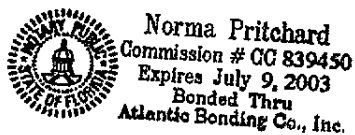
BEFORE ME, the undersigned authority, personally appeared William C. Sussman, who, upon being duly sworn, acknowledges that he executed the foregoing Articles of Incorporation, freely and voluntarily and for the purposes therein expressed. He is personally known to me and has/has not taken an oath.

Witness, my hand and seal in the County and State last aforesaid this 18 day of October, 1999.



Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
99 OCT 21 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SELECT PROCESSING CORPORATION, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at **1570 Madruga Avenue, Suite 311, Coral Gables, Florida 33146** has named **William C. Sussman of 1570 Madruga Avenue, Suite 311, Coral Gables, Florida 33146**, as its Agent to accept service of process within Florida.



William C. Sussman, Incorporator

Date: October 14, 1999

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**William C. Sussman
Registered Agent**

Date: October 18, 1999