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FLORIDA PROFIT CORPORATION OR P.A.

SANTA ROSAA HOLDINGS, INC. II

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
SANTA ROSA HOLDINGS, INC. II

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

The name of the corporation is Santa Rosa Holdings, Inc. II (hereinafter referred to as the "Corporation").

ARTICLE II

The mailing address of the initial principal office of the Corporation shall be 600 West Peachtree Street, Suite 1200, Atlanta, Georgia 30308.

ARTICLE III

The Corporation shall have authority to issue not more than 10,000 shares of common stock, each of no par value.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 1380 Northeast Miami Gardens Drive, Suite 246, North Miami Beach, Florida 33179. The initial registered agent at that address shall be Mark L. Rosen, Esq.

ARTICLE V


The name and address of the incorporator is: George F. Maynard, Esq., Burr & Forman LLP, 600 West Peachtree Street, Suite 1200, Atlanta, Georgia 30308.

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IN WITNESS WHEREOF, I have executed these articles of incorporation this 9th day of August, 1999.


 George F. Maynard, Esq.

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this certificate, 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.


 Mark L. Rosen, Esq.

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