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WRITTEN DIRECT DIAL

WASHINGTON, D. C. 20000-2897
(202) 457-7800

March 27, 1996

BY OVERNIGHT MAIL

Florida Department of State
Corporations Division
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32394

000001761620
-03/28/96--01035--002
***367.50 ***122.50

Re: Articles of Incorporation

Dear Charter Specialist:

Coe Gordon, Inc.

Enclosed for filing with your Department please find original copies of the Articles of Incorporation to be filed for ~~COE GORDON, INC.~~ and ~~COE GORDON, INC.~~, and the Acceptance of Registered Agent for each of the Articles of Incorporation. Fees in the amount of \$367.50 are also submitted with this request.

Please return the certified copies to me at the above address at your earliest convenience. Thank you for your assistance with this matter. If any questions arise, please contact me as soon as possible at (202) 457-7820.

Sincerely,

~~WALTON~~

Daniel G. Lloyd
Daniel G. Lloyd

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
CAE GORDON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, acting as the incorporator of a corporation under the provisions of the Florida Business Corporation Act, Florida Statutes Annotated Chapter 607, Section 607.0101, et seq., adopts the following Articles of Incorporation for such corporation:

ONE: The name of the corporation (which is hereinafter called the "Corporation") is **CAE GORDON, INC.** The mailing address, which is the same as the street address of the principal office of the Corporation, is 192 Seville H, Delray Beach, Florida 33446.

TWO: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent at such address is Corporation Service Company.

THREE: The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, all of one class, with One Dollar (\$1.00) par value.

FOUR: The number of directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the Bylaws of the Corporation. The name of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and has qualified is:

Michael Gordon

FIVE: The name and address of the incorporator of the Corporation are:

Joseph B. Whitebread, Jr.
1666 K Street, N.W., Suite 1100
Washington, D.C. 20006-2897

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation effective as of the 23rd day of March, 1996 and acknowledges the same to be his act and deed.

INCORPORATOR:

Joseph Whitebread, Jr.
Joseph B. Whitebread, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CAE GORDON, INC.

Corporation Service Company is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Quint D. Roberts

Typed Name: Corporation Service Company