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National Financial  
Companies LLC

VIA OVERNIGHT DELIVERY

December 22, 1997

Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

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-12/24/97-01055-007  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for The Craigmore Corporation and a check in the amount of One Hundred and Twenty-Two Dollars and Fifty Cents (\$122.50) for a certified copy evidencing the filing with the Secretary of State.

Please file these Articles of Incorporation upon receipt and return the evidence of filing in the enclosed federal express package.

If you have any questions, please do not hesitate to contact me at (561) 417-0090. Happy holidays and thank you.

Sincerely,

*Stacy McMillen*

Stacy McMillen  
Incorporator

FILED  
97 DEC 24 AM 9:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Stacy McMillen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT by acceptance  
DATE 12-29-97  
DOC EXAM mm

Via Mizner Financial Plaza, Suite 200  
700 South Federal Highway  
Boca Raton, Florida 33432  
Telephone: (561) 417-0090  
Facsimile: (561) 417-0033

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE CRAIGMORE CORPORATION**

I, the undersigned, a natural person of the age of eighteen years or more acting as the incorporator of a professional corporation (hereinafter called the "Corporation") under and pursuant to Chapter 607 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE ONE**

The name of the Corporation is **The Craigmere Corporation.**

**ARTICLE TWO**

The period of duration of the Corporation is perpetual.

**ARTICLE THREE**

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Section 607 of the Florida Statutes and other applicable Florida Statutes.

**ARTICLE FOUR**

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 par value \$0.01 per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

**ARTICLE FIVE**

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to

receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

#### ARTICLE SIX

Cumulative voting for the election of directors is expressly denied and prohibited.

#### ARTICLE SEVEN

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any

director or officer to any liability that he would not be subject to in the absence of this provision.

#### ARTICLE EIGHT

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law. Without in any way limiting the foregoing, the Corporation will indemnify and hold harmless each director and officer of the Corporation (collectively referred to as "Indemnified Persons" and individually as an "Indemnified Person") from and against any and all claims, liabilities, losses, damages and expenses incurred by any Indemnified Person (including fees and disbursements of the respective Indemnified Person's counsel) which are related to or arise out of (i) actions taken or omitted to be taken (including any untrue statements made or any statements omitted to be made) by, or behalf of, the Corporation or (ii) actions taken or omitted to be taken by an Indemnified Person with the Corporation's consent, in furtherance of the Corporation's business, or in conformity with the Corporation's instructions or the Corporation's actions or omissions. The Corporation will reimburse each Indemnified Person for all costs and expenses, including fees of any Indemnified Person's counsel, as they are incurred, in connection with investigating, preparing for, defending, or appealing any actions, formal or informal claim, investigation, inquiry or other proceeding, whether or not in connection with pending or threatened litigation, caused by or arising out of or in connection with such Indemnified Person's affiliation with the Corporation, whether or not any Indemnified Person is named as a party thereto and whether or not any liability results therefrom. The Corporation will not, however, be responsible for any claims, liabilities, losses, damages, or expenses that have resulted primarily from such Indemnified Person's bad faith, gross negligence or willful misconduct. The foregoing right to indemnity shall be in addition to any rights that the Indemnified Person may have at common law or otherwise and shall remain in full force and effect following the completion or any termination of such Indemnified Person's affiliation with the Corporation.

#### ARTICLE NINE

The principal office and mailing address of the Corporation and the mailing address of the initial registered office of the Corporation is 700 South Federal Highway, Suite 200, Boca Raton, Florida 33432 and the name of its initial registered agent at such address is Stacy McMillen.

## ARTICLE TEN

The number of directors constituting the initial Board of Directors is one and the name and address the person who is to serve as director until the first annual meeting of shareholders and until such director's successor is elected and qualified or, if earlier, until such director's death, resignation, or removal as director, is as follows:

NAME	ADDRESS
Lloyd Shapiro	2 Hartford Drive Suite 204 Tinton Falls, NJ 07701

## ARTICLE ELEVEN

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article Eleven does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for: (1) a breach of the director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute. Any repeal or amendment of this Article Eleven by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Eleven, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Florida Statutes.

## ARTICLE TWELVE

Any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of shareholders may be taken without a meeting, without prior notice,

and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.


ARTICLE THIRTEEN

The name and address of the incorporator are as follows:

NAME	ADDRESS
Stacy McMillen	700 South Federal Highway Suite 200 Boca Raton, FL 33432

IN WITNESS WHEREOF, I have hereunto set my hand as of the 22nd day of December, 1997.

I hereby accept the duties and responsibilities as Registered Agent.

  
\_\_\_\_\_  
Stacy McMillen  
Incorporator / Registered Agent

97 DEC 24 AM 9:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
**FILED**