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ACCOUNT NO. : 072100000032

REFERENCE : 682255 149069A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : May 2, 2000

ORDER TIME : 10:0 AM

ORDER NO. : 682255-010

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CUSTOMER NO: 149069A

CUSTOMER: Brian W. Pariser, Esq  
BRIAN W. PARISER, ESQ  
BRIAN W. PARISER, ESQ  
Suite 1511  
9130 South Dadeland Boulevard  
Miami, FL 33156

DOMESTIC FILING

NAME: PI DESIGN GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN -2 PM 2:04

RECEIVED  
JUN -2 AM 10:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PI DESIGN GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY -2 PM 2: 04

The undersigned subscriber to these Articles of Incorporation adopts these Articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

**ARTICLE I: NAME**

The name of the corporation is:

**PI DESIGN GROUP, INC.**

**ARTICLE II: PURPOSE**

The general nature of the business or business to be transacted by the corporation shall be:

To engage in any lawful act or activity for which corporations are organized under the Florida Business Corporations Act, Florida Statutes, Chapter 607, and as amended and, in general, to possess and exercise all the powers and privileges granted by the laws of the State of Florida or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation.

In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property.

**ARTICLE III: TERM OF EXISTENCE AND EFFECTIVE DATE**

The corporation shall have perpetual existence commencing the date these articles of incorporation are filed with the Department of State of Florida.

**ARTICLE IV: CAPITAL STOCK**

The capital stock of the corporation shall be One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

5225 Collins Avenue, Penthouse 7  
Miami Beach, Florida 33140

**ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS**

The address of the initial registered agent of this corporation is: 9130 South Dadeland Boulevard, Suite 1511, Miami, Florida 33156. The name of the initial registered agent at that address is Brian W. Pariser, Esq.

**ARTICLE VII: BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Brian W. Pariser, Esq.  
9130 South Dadeland Boulevard, Suite 1511  
Miami, FL 33156

**ARTICLE VIII: SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation is:

BRIAN W. PARISER, ESQ.  
9130 South Dadeland Boulevard, Suite 1511  
Miami, Florida 33156

**ARTICLE IX: AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**ARTICLE X: INDEMNIFICATION**

The corporation shall indemnify any person made a part to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal

therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of their duty to the Corporation.

The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil, administrative or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity or director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil, administrative or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

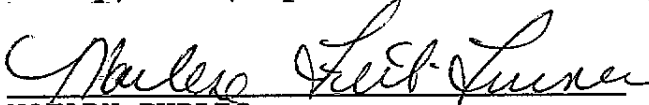
The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, in Miami, Florida this 1<sup>st</sup> day of May, 2000.

  
BRIAN W. PARISER, ESQ.

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

The foregoing Articles of Incorporation were acknowledged before me on the 1<sup>st</sup> day of May, 2000, by BRIAN W. PARISER, ESQ.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

(SEAL)

My commission expires:

Personally Known ✓

Produced Identification \_\_\_\_\_  
Type \_\_\_\_\_

NOTARY PUBLIC - STATE OF FLORIDA  
MARLENE FEIT-TURNER  
COMMISSION # CC639290  
EXPIRES 5/20/2001  
BONDED THRU ASA 1-888-NOTARY1

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT PI DESIGN GROUP, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS NAMED BRIAN W. PARISER, ESQ., LOCATED AT 9130 SOUTH DADELAND BOULEVARD, SUITE 1511, MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Brian W. Pariser  
BRIAN W. PARISER, ESQ.

TITLE: Director

DATED THIS 1<sup>st</sup> DAY OF May, 2000.

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.

SIGNATURE

Brian W. Pariser  
BRIAN W. PARISER, ESQ.

DATE

May 1, 2000.

PI DESIGN, INC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY -2 PM 2:04