

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FSG PARTNERSHIP HOLDINGS, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
FSG PARTNERSHIP HOLDINGS, INC.
(a Florida Corporation)**

The undersigned, acting as Incorporator of a Florida corporation (the "Corporation"), does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under Florida Statutes Section 607.0101 et seq., otherwise known as the Florida Business Corporation Act ("Act").

ARTICLE I

NAME

The name of the Corporation is FSG Partnership Holdings, Inc.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is 5800 N.W. 74th Avenue, Miami, Florida 33166.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin on the date these Articles of Incorporation are filed with the Secretary of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, P.A., 200 So. Biscayne Boulevard, Suite 2950, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at that address is Daniel Lampert.

ARTICLE VI

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of Common Stock, having a par value of \$.01 per share.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Daniel Lampert	Berger Davis & Singerman, P.A. 200 South Biscayne Boulevard Suite 2950 Miami, Florida 33131

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of shareholders and his successor or successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance

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with the Bylaws of the Corporation. The name and address of the initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Joe P. Bared	5800 N.W. 74 th Avenue Miami, Florida 33166

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

ARTICLE X

INDEMNIFICATION

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 X does not eliminate or limit the liability of a Director of the Corporation to the extent the Director is found liable: (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders; (ii) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) under Section 607.0834 of the Florida Statutes, as the same may be amended; or (iv) for any transaction from which the Director derived an improper personal benefit. All references in this Article X to a "Director" shall also be deemed to refer to (a) a member of the governing body of the Corporation which is not authorized to issue capital stock, and (b) such other person or persons, if any, who, pursuant to a provision of the Articles of Incorporation in accordance with Section 607.0801

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of the Florida Statutes, as the same may be amended, exercise or perform any of the powers or duties otherwise conferred or imposed upon the Board of Directors by the Act, as the same may be amended. Any repeal or amendment of this Article X 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 X, 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 Act.

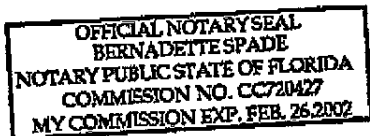
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of October, 2000.

[Handwritten Signature]
Daniel Lampert, Incorporator

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

Sworn to and subscribed before me this 16th day of October, 2000 by Daniel Lampert, who is personally known to me.

[Handwritten Signature]
Notary Public



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of FSG PARTNERSHIP HOLDINGS, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the Initial Registered Agent of FSG PARTNERSHIP HOLDINGS, INC.

Date: October 16, 2000


Daniel Lampert
Initial Registered Agent

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