

P9500002298

Michael E. Oesterle  
5965 S.W. 8th Street  
Miami, Florida 33144

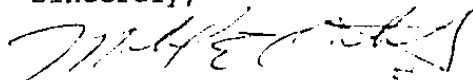
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Fla. 32314

1100001 3790001  
01/03/95 01/03/95  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Ballin, Oesterle & Assoc., Inc.

Enclosed find three copies of the Articles of Incorporation for the above captioned corporation. Also enclosed is a check in the amount of \$ 122.50, representing \$ 35.00 filing fee, \$ 35.00 Resident Agent Fee ( Resident Agent Certificate enclosed) and \$ 52.50 for a certified copy of the Articles of Incorporation to be returned to me for my records.

Sincerely,



Michael E. Oesterle

RECEIVED  
CORPORATIONS DIVISION  
TALLAHASSEE, FLORIDA  
05 JUN -9 PM 3:24

11/10/95

ARTICLES OF INCORPORATION

OF

BELLIN, OESTERLE & ASSOCIATES, INC.

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

BELLIN, OESTERLE & ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of Common Stock with par value of \$.10 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principle office of this corporation in the State of Florida is:

5965 SW 8th STREET  
MIAMI, FL 33144-5085

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have three Directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors:

NAME	ADDRESS
David Bellin	1124 Montvue Road Anniston, AL 36207
Marshall Bellin	7705 Camino Real #B-314 Miami, FL 33143
Michael E. Oesterle	8711 SW 188 Street Miami, FL 33157

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME	ADDRESS
David Bellin	1124 Montvue Road Anniston, AL 36207
Marshall Bellin	7705 Camino Real #B-314 Miami, FL 33143
Michael E. Oesterle	8711 SW 188 Street Miami, FL 33157

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholders Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT  
OF CORPORATE EXISTENCE

The date of commencement of Corporate existence of this corporation shall be upon filing hereof in the office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber(s) of these Articles of Incorporation has herunto set their hand(s) and seal(s) this

27 day of December, 1994.

[Signature] (SEAL)

DBellin (SEAL)

[Signature] (SEAL)

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

I HEREBY CERTIFY THAT on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared David Bellin, Marshall Bellin and Michael E. Oesterle, to me known to be the person(s) described as Subscriber(s) in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27th day of December, 1994.

Sworn to and subscribed to before me  
this 27 day of December, 1994.

Witness my hand and official seal  
Charlotte Fowler Notary Public

Charlotte Fowler Name

personally known Form of I.D.

Commission #

Comm. Expires

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

In-pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Bellin, Oesterle & Associates, Inc.

desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida

has named Michael E. Oesterle

located at 5965 SW 8 Street,

(Street address and number of building; Post Office box address not acceptable)

City of Miami, County of Dade

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

(Resident Agent)