

POWERS & DISQUE, CHARTERED  
ATTORNEYS AT LAW

P95000034628

April 26, 1995

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

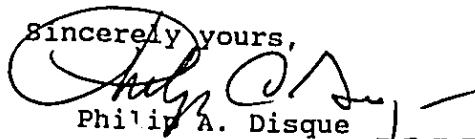
Gentlemen:

Re: Initial Incorporation - STUART SOUTH CORPORATION

Enclosed herewith are two originals of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing the Articles and returning one (1) certified copy. Please return the certified copy in the enclosed envelope.

Should you require any additional information regarding the above-referenced matter, please contact us.

Sincerely yours,



Philip A. Disque

PAD:cr

Enclosures

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EFF 4/26

EFFECTIVE DATE  
4/26/95

FILED  
95 APR 28 PM 3:35  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Stuart South Corporation  
A FLORIDA CORPORATION

The undersigned, acting as incorporator of a Florida corporation under the Florida General Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is Stuart South Corporation

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

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 Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office, mailing address and the initial registered office of the Corporation is 707 SE 3rd Avenue, Suite 400, Ft. Lauderdale, FL 33316, and the name of the

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

initial registered agent of the Corporation at that address is Philip A. Disque.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the director of the Corporation is:

<u>Name</u>	<u>Address</u>
Philip A. Disque, President	707 SE 3rd Ave., Ste. 400 Ft. Lauderdale, FL 33316

ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Philip A. Disque, President	707 SE 3rd Ave., Ste. 400 Ft. Lauderdale, FL 33316

ARTICLE VIII

AMENDMENTS

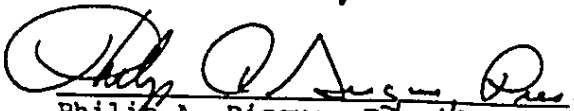
The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence existence on April 26, 1995.

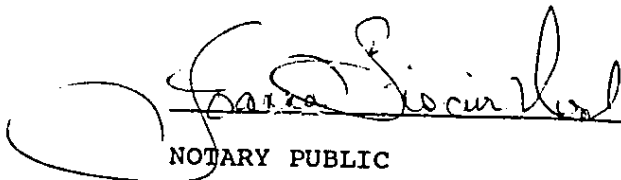
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of April, 1995.

  
Philip A. Disque, President

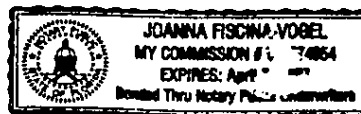
STATE OF FLORIDA    )  
                          )ss  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Philip A. Disque, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26<sup>th</sup> day of April, 1995.

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is: STUART SOUTH CORPORATION
2. The name and address of the registered agent and office is:

Philip A. Disque 707 S.E. Third Ave. - Ste 400  
Fort Lauderdale, Florida, 33316

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505, FLORIDA STATUTES.

  
NAME

April 26, 1995  
DATE

FILED  
95 APR 28 PM 3:35  
TALLAHASSEE, FLORIDA