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PREMIER  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 088280 121767A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

RECEIVED  
96 SEP 17 AM 11:32  
DIVISION OF REGISTRATION

ORDER DATE : September 17, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 088280

CUSTOMER NO: 121767A

100001349381

CUSTOMER: Ms. Lucy J. Minehan  
KARP & GENAUER, P.A.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ALHAMBRA HOLDINGS (TRUSTEES)  
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

ga  
9/16/96

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96 SEP 17 PM 1:21  
DIVISION OF REGISTRATION

96 SEP 17 PM 1:21

ARTICLES OF INCORPORATION

OF

ALHAMBRA HOLDINGS (TRUSTEES) INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is ALHAMBRA HOLDINGS (TRUSTEES) INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is c/o Joel J. Karp, Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134 and the corporation's mailing address is c/o Joel J. Karp, Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, Attention: Joel J. Karp.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Joel J. Karp

Karp & Genauer, P.A.  
2 Alhambra Plaza  
Suite 1202  
Coral Gables, FL 33134

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

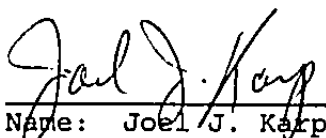
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of September, 1996.

KARP & GENAUER, P.A.,  
as Incorporator

By: \_\_\_\_\_

  
Name: Joel J. Karp  
Title: President

FILED  
CLERK OF STATE  
CORPORATIONS

CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT

96 SEP 17 PM 1:21

ALHAMBRA HOLDINGS (TRUSTEES) INC., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named ALHAMBRA REGISTERED AGENTS, INC., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By: Joel J. Karp  
Name: Joel J. Karp  
Title: President