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FLORIDA DIVISION OF CORPORATIONS

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FROM: ADORNO & ZEDER, P.A.  
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PHONE: (305)860-7098  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 11, 1996

ADORNO & ZEDER, P.A.

SUBJECT: F&R PINEBROOK CORP.  
REF: W96000021626

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
F&R PINEBROOK CORP.

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 this corporation shall be F&R Pinebrook Corp. The principal place of business shall be 444 Brickell Avenue, Suite 1001, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation is 444 Brickell Avenue, Suite 1001, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Ronald Y. Schram.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The name and address of the initial members of the Board of Directors are Ronald Y. Schram, 444 Brickell Avenue, Suite 1001, Miami, Florida 33131 and Frank J. Hessel, 444 Brickell Avenue, Suite 1001, Miami, Florida 33131.

Kenneth I. Arvin - 39632  
444 Brickell Avenue  
Suite 612  
Miami, Florida 33131  
(305) 577-4888

ARTICLE VII. INCORPORATOR

H9600014356

The name and address of the incorporator to these Articles of Incorporation is Ronald Y. Schram, 444 Brickell Avenue, Suite 1001, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
Ronald Y. Schram, Esq.

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

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The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

F & R PINEBROOK CORP., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 444 Brickell Avenue, Suite 1001, Miami, Florida 33131, has name RONALD Y. SCHRAM as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F. S., relative to keeping open said office.



\_\_\_\_\_  
Ronald Y. Schram