

REFERENCE : 452746 7119790

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Post Office Box 523726

Miami, FL 33152

DOMESTIC FILING

NAME: QUIET TECHNOLOGY BAC 1-11, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

1 FBI JUL 07 1992

**ARTICLES OF INCORPORATION  
OF  
QUIET TECHNOLOGY BAC 1-11, INC.**

FILED

97 JUL -7 PM 1:34

TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is Quiet Technology BAC 1-11, Inc., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is:

2261 N.W. 67th Avenue  
Building 700  
Miami, Florida 33122

Mailing Address:  
P.O. Box 523726  
Miami, Florida 33152

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 2261 NW 67th Avenue, City of Miami, County of Dade, State of Florida 33122, and the name of it's initial registered agent at such office is Barry H. Fine.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Fernando Birbragher  
8000 N.W. 56th Street  
Miami, Florida 33166

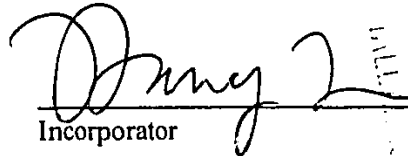
#### ARTICLE VII

The name and address of the Incorporator is Barry H. Fine at P.O. Box 523726, Miami, Florida 33152.

#### ARTICLE VIII

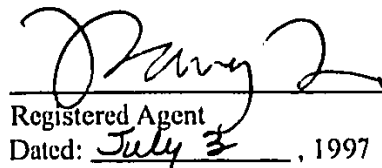
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3<sup>rd</sup> day of July, 1997.

  
Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Quiet Technology BAC 1-11, Inc., accepts such designation and is familiar with and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Registered Agent  
Dated: July 3, 1997