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FLORIDA PROFIT CORPORATION OR P.A.

ARTHUR SCOTT &amp; COMPANY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 12, 2000

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**ARTICLES OF INCORPORATION  
OF  
ARTHUR SCOTT & COMPANY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be: ARTHUR SCOTT & COMPANY, INC.

**ARTICLE II: COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III: PURPOSE**

The corporation is being organized for the purpose of conducting any business authorized under the State of Florida.

**ARTICLE IV: CAPITAL STOCK**

The maximum number of shares this Corporation is authorized to issue is Ten Million (10,000,000) Shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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**ARTICLE V: PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI: TRANSFER RESTRICTIONS**

No transfer of stock shall be valid, until thirty (30) days after the corporation, through its secretary, has had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During the thirty (30) days, the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional fifteen (15) days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. If not exercised within this time, any sale to third persons shall be valid.

On the death of any shareholder, this corporation shall have the right to purchase any shares for the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

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**ARTICLE XI: INITIAL REGISTERED OFFICE & AGENT**

The name and mailing address of the individual who shall serve as this corporation's initial registered agent is:

**Stephen J. Padula, Esq.,  
MARK R. OSHEROW, P.A.  
Parkway Center  
Stanford Corporate Plaza, Suite 650  
7900 Glades Road  
Boca Raton, FL 33434**

**ARTICLE XII: SHAREHOLDERS**

**Article 12.1 Amendment of Bylaws**

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. The paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, however, is vested in the shareholders. This power may be exercised by a vote of all of the shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

**Article 12.2 Personal Liability of Shareholders**

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

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Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject to Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII: DIRECTORS AND OFFICERS**

##### **Article 7.1 Initial Directors**

The number of directors on this corporation's Initial Board of Directors shall be two  
(2). The name and address of the individual who shall serve on the Initial Board of Directors is:

**Michael S. Kaye, 301 Clematis St., Suite 3000, West Palm Beach, FL 33401**

**Sergio A. Mariaca, 301 Clematis St., Suite 3000, West Palm Beach, FL 33401**

##### **Article 7.2 Changes in Authorized number of Directors**

The number of directors of the corporation set forth in Section 6.1 of this Article shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

##### **Article 7.3 Powers of Directors**

Subject to the limitations contained in the articles of incorporation and the Florida General Corporation Act concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board.

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The board of directors shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the company, to any standing or special committee of the corporation or to any officer or agent thereof. Notwithstanding any delegation of authority that the board may make hereunder, it shall exercise general supervision over the officers and agents of the corporation and shall be responsible to the shareholders for the proper performance of their respective duties.

#### **7.4 Removal of Directors and Officers**

Any officer elected or appointed by the board of directors, or by the Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or any director of this corporation may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of this corporation.

#### **ARTICLE IX: INDEMNIFICATION**

The corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE X: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address shall be:

**301 Clematis St., Suite 3000, West Palm Beach, FL 33401**

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**ARTICLE XIII: AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions in these Articles of incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

**ARTICLE XIV: INCORPORATORS**

The name and the street address of the incorporators for these Articles of Incorporation is:

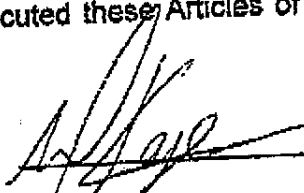
**Michael S. Kaye, 301 Clematis St., Suite 3000, West Palm Beach, FL 33401**

**Sergio A. Mariaca, 301 Clematis St., Suite 3000, West Palm Beach, FL 33401**

The undersigned incorporator has executed these Articles of Incorporation this

10<sup>th</sup> day of May, 2000.

Signature of Incorporators:

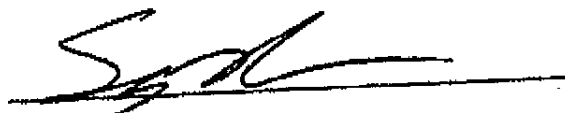


Michael S. Kaye



Sergio A. Mariaca

I, Stephen J. Padula, Esq., am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



Stephen J. Padula, Esq., Registered Agent

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# **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **ARTHUR SCOTT & COMPANY, INC.**
2. The name and address of the registered agent and office is:

**Stephen J. Padula, Esq.  
MARK R. OSHEROW, P.A.  
Parkway Center  
Stanford Corporate Plaza - Suite 650  
7900 Glades Road  
Boca Raton, FL 33434**

*Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am further familiar with and accept the obligations of my position as Registered Agent.*

  
\_\_\_\_\_  
Stephen J. Padula, Esq.

5-11-00  
(Date)

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