

# FD00000073118



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 782863 134074A

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 78.75

ORDER DATE : August 1, 2000

ORDER TIME : 12:05 PM

ORDER NO. : 782863-015

CUSTOMER NO: 134074A

600003342366--0

CUSTOMER: Ms. Diane Israel  
Baldovin, Saraga & Lipshy,  
P.a.  
201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: PREFERRED EXCHANGE MANAGEMENT  
CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

*ga*  
*8/1/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG - 1 PM 3:11

RECEIVED  
00 AUG - 1 PM 1:03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TELETYPE UNIT

**Articles of Incorporation**

of

**Preferred Exchange Management Co.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG -1 PM 3:11

The undersigned files these Articles of Incorporation ("**Articles**") for the purpose of forming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the corporation with the name set forth below and adopts the following Articles.

**ARTICLE I**

The name of the corporation is **Preferred Exchange Management Co.** (the "**Corporation**").

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The purpose for which the Corporation is organized is to provide real property management services and the transaction of any and all lawful business under the Florida General Corporation Act (the "**Act**").

**ARTICLE IV**

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, no par value.

**ARTICLE V**

Shareholders shall have preemptive rights to purchase a proportionate number of shares of any new stock issue.

**ARTICLE VI**

The principal place of business of the Corporation shall be Broward County, Florida, and its mailing address shall be:

3111 North University Drive  
Suite 431  
Coral Springs, Florida 33065

## ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

BALDOVIN, SARAGA & LIPSHY, P.A.  
201 N.E. 1<sup>st</sup> Avenue  
Delray Beach, Florida 33444  
Attention: Robert S. Saraga, Esq.

## ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Speno, Managing Director	3111 North University Drive Suite 431 Coral Springs, Florida 33065
Thomas P. Weber, Managing Director	3111 North University Drive Suite 431 Coral Springs, Florida 33065
Jordan C. Paul, Managing Director	3111 North University Drive Suite 431 Coral Springs, Florida 33065
Valerie McClory, Secretary	3111 North University Drive Suite 431 Coral Springs, Florida 33065

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

## ARTICLE IX

The Corporation shall indemnify and advance expenses to the fullest extent authorized or permitted by the Act to any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or

is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

NAME

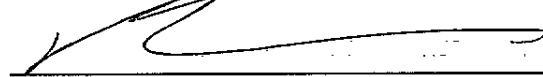
ADDRESS

Thomas P. Weber

3111 North University Drive  
Suite 431  
Coral Springs, Florida 33065

IN WITNESS WHEREOF, I have hereunto set my hand this 31<sup>st</sup> day of July, 2000.

INCORPORATOR



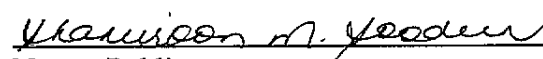
THOMAS P. WEBER, Managing Director

STATE OF FLORIDA )

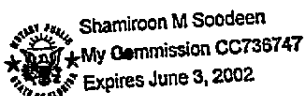
) SS

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of July, 2000 by THOMAS P. WEBER, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Notary Public



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG -1 PM 3:11

Pursuant to the provisions of Section 607.0501, 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 Preferred Exchange Management Co.
2. The name and address of the registered agent and office is:

BALDOVIN, SARAGA & LIPSHY, P.A.  
201 N.E. 1<sup>st</sup> Avenue  
Delray Beach, Florida 33444  
Attention: Robert S. Saraga, Esq.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENT.

BALDOVIN, SARAGA & LIPSHY, P.A.

By: 

ROBERT S. SARAGA, VICE PRESIDENT

Dated: July 31, 2000