

Division of Corporations

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From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Miami Focus, Inc.**

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ARTICLES OF INCORPORATION  
OF  
MIAMI FOCUS, INC.

ARTICLE I - NAME

The name of this corporation is Miami Focus, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

100 N. Biscayne Blvd., Suite 2900  
Miami, FL 33132

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

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**ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

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

Susan F. Kornspan, Esq.  
777 S. Flagler Drive, Suite 300E  
West Palm Beach, FL 33401

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Susan F. Kornspan, Esq.  
777 S. Flagler Drive, Suite 300E  
West Palm Beach, FL 33401

**ARTICLE X - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial director of the Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Sanford H. Marks	100 N. Biscayne Blvd. Suite 2900 Miami, FL 33132

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ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of September, 2000.

  
Susan F. Komspan, Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

Dated this 20<sup>th</sup> day of September, 2000.

  
Susan F. Komspan, Registered Agent

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