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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 15, 2000

Corporate Records Bureau
Division of Corporations
ATTN: Doris Brown
409 East Gains Street
Tallahassee, FL 32399

RE: ARENA PARTNERS, INC.

600003469076--2
-11/17/00--01053--014
*500078.75 *****78.75

Dear Ms. Brown:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation, and a check in the amount of \$78.75, made payable to the Secretary of State. The check represents the following:

\$ 35.00 Filing Fee
35.00 Registered Agent
8.75
\$ 78.75 Total

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned.

Very truly yours,



Michael P. Weinreb
President
Arena Partners, Inc.
20255 West Oak Haven Circle
North Miami Beach, FL 33179

Enclosures: Articles of Incorporation, Original and One Copy
\$78.75 Check

ARENA PARTNERS, INC.

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The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **ARENA PARTNERS, INC.**

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar per value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

DURATION

This corporation shall commence its corporate existence as of the filing of these Articles by the Florida Secretary of State, and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE V

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 1601 N. Palm Avenue, Suite 303, Pembroke Pines, FL 33026, and the name of the initial registered agent of this corporation is **Andrew R. Medvin**, and whose address is the same.

ARTICLE VI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the director of this corporation is:

Michael P Weinreb
20255 West Oak Haven Circle
North Miami Beach, FL 33179

The initial officers of the corporation will be:

President/Vice President
Secretary/Treasurer:

Michael P Wienreb
20255 West Oak Haven Circle
North Miami Beach, FL 33179

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael P. Weinreb
20255 West Oak Haven Circle
North Miami Beach FL 33179

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX

BY-LAWS

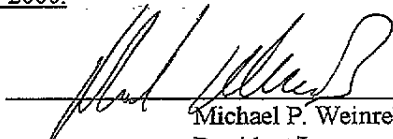
The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any by-laws adopted by the Shareholders.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned as Incorporator has executed these Articles of Incorporation
this 15th day of November, 2000.



Michael P. Weinreb
President/Incorporator

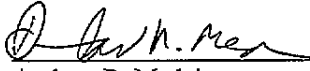
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That **Arena Partners, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1601 N. Palm Avenue, Suite 303, Pembroke Pines, FL 33026, has named **Andrew R. Medvin**, located at the same address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Andrew R. Medvin
(Registered Agent)

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TALLAHASSEE, FLORIDA