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SPENCER & KLEIN  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700  
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*Transmitted via U.S. Mail*

November 21, 2000

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

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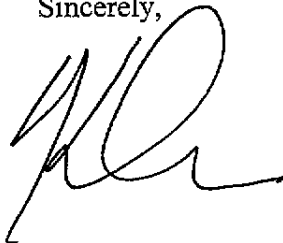
**Re: Articles of Incorporation - PAUL MARCEL, INC.**

Dear Sir or Madam:

Please find enclosed herewith, an original and one (1) fully executed copy of the Articles of Incorporation for PAUL MARCEL, INC., together with a check for \$78.75. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed, stamped envelope.

Should you have any questions or concerns, please feel free to contact the undersigned.

Sincerely,



Kevin Spencer  
For the Firm

Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PAUL MARCEL, INC.**

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

**Article I**

The name of the corporation is **Paul Marcel, Inc.**, and its address is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

**Article II**

The duration of the corporation shall be perpetual.

**Article III**

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**Article IV**

**Authorized Shares**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**Article V**

**Registered Office and Agent**

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial registered agent at such

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

address is THOMAS R. SPENCER, JR., ESQ.

## **Article VI**

### **Directors**

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Name: MR. MOISES KROITORO  
Address: c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

## **Article VII**

### **Incorporator**

The name and address of the Incorporator is:

THOMAS R. SPENCER, JR., ESQ.  
c/o SPENCER & KLEIN, P.A.  
801 Brickell Avenue, Suite 1901  
Miami, Florida 33131

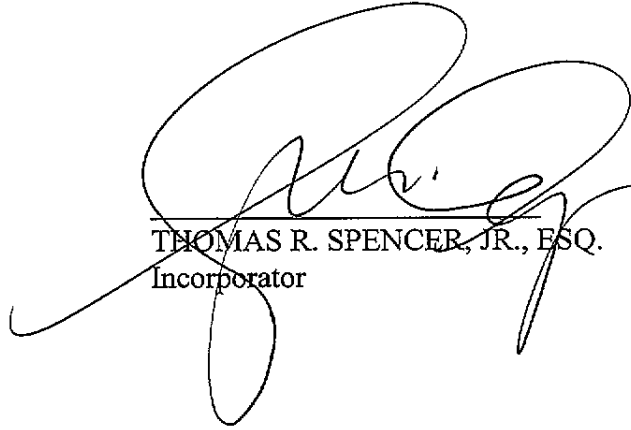
## **Article VIII**

### **Indemnification**

The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the

State of Florida.

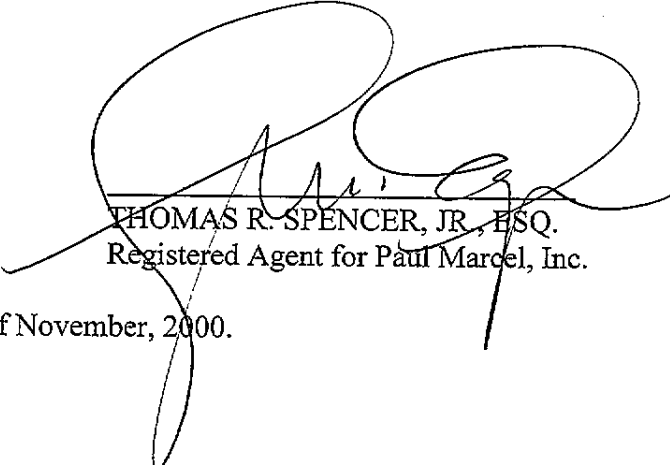
Executed by the undersigned on the 21 day of November 2000.



THOMAS R. SPENCER, JR., ESQ.  
Incorporator

**STATEMENT OF ACCEPTANCE OF  
REGISTERED AGENT DUTIES  
PAUL MARCEL, INC.**

I, THOMAS R. SPENCER, JR., ESQ., am familiar with and accept the duties and responsibilities of Registered Agent for PAUL MARCEL, INC.



THOMAS R. SPENCER, JR., ESQ.  
Registered Agent for Paul Marcel, Inc.

Date 24 day of November, 2000.

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