

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

5052 Advisors, Inc.

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ARTICLES OF INCORPORATION
OF
5052 ADVISORS, INC.

The undersigned, acting as incorporator of 5052 ADVISORS, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: 5052 ADVISORS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

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ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is:

19910 Dinner Key Drive
Boca Raton, FL 33498

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is One Hundred (100) shares of Common Stock at \$1.00 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4000 International Place, c/o Carlton Fields, P.A., 100 S.E. Second Street, Miami, FL 33131, and the name of the Corporation's initial registered agent at that address is Daniel R. Vega.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the initial directors are:

<u>Names</u>	<u>Addresses</u>
Edgar J. Vilchez	19910 Dinner Key Drive Boca Raton, FL 33498
Gema L. Vilchez	19910 Dinner Key Drive Boca Raton, FL 33498

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ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

 Name

 Address

Daniel R. Vega

c/o Carlton Fields, P.A.
4000 International Place
100 S.E. Second Street
Miami, Florida 33131

ARTICLE X

INDEMNIFICATION

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

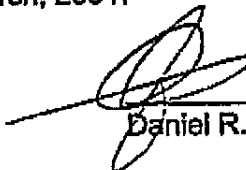
The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of March, 2001.


Daniel R. Vega, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for 5052 ADVISORS, INC. in the foregoing Articles of Incorporation, I, Daniel R. Vega, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

By 
Daniel R. Vega

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