

Philip E. Goss, Jr., L.L.C.

Attorney at Law

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November 14, 2001

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Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

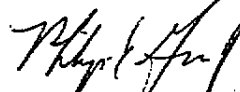
EFFECTIVE DATE  
11-8-01

RE: SouthEast Florida Management LLC  
Eastern Management Corp

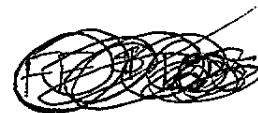
Dear Sir or Madam:

Pursuant to my conversation with your offices last week, enclosed please find the articles and one (1) copy for the above referenced entities as well as the appropriate filing fees. Should my original filings be located, please do not file the same and return the filing to me. Thank you.

Very truly yours,

  
Philip E. Goss, Jr.

FILED  
2001 NOV 15 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Bc 12/5

EFFECTIVE DATE

11-8-01

FILED

2001 NOV 15 PM 4: 00

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

Eastern Management Corp.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

Eastern Management Corp.  
7845 SW 53<sup>rd</sup> Place  
Miami, FL 33143

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation which is the 8<sup>th</sup> day of November, 2001.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

Philip E. Goss, Jr., Esq.  
7845 SW 53<sup>rd</sup> Place  
Miami, FL 33143

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have one (1) Director, initially. The

number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

Philip E. Goss, Jr., Esq.  
7845 SW 53<sup>rd</sup> Place  
Miami, FL 33143

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor(s) are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX

##### INCORPORATOR

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

Philip E. Goss, Jr., Esq.  
7845 SW 53<sup>rd</sup> Place  
Miami, FL 33143

#### ARTICLE X

##### CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals

contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal  
this 8th day of November, 2001.

  
Philip E. Goss, Jr.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared Philip E. Goss, Jr., by me known to be the person described as Incorporator or who has produced FDL# G20066559012-0 as identification and who executed the foregoing Articles of Incorporation, and acknowledged

before me that he subscribed to these Articles of Incorporation and  
did/did not take an oath.

WITNESS my hand and official seal at Miami-Dade County,  
Florida, this 8th day of November, 2001

My Commission Expires:

\_\_\_\_\_  
NOTARY PUBLIC

FILED  
2001 NOV 15 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**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 49.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

That Eastern Management Corp., desiring to organize under  
the laws of the State of Florida, with its initial  
registered office, as indicated in the Articles of  
Incorporation, has named Philip E. Goss, Jr., Esq. 7845 SW  
53<sup>rd</sup> Place Miami, FL 33143 County of Miami-Dade, State of  
Florida, as its agent to accept service of process within  
this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this certificate,  
the undersigned hereby agrees to act in this capacity, and agrees  
to comply with the provisions of said Act relative to keeping  
open said office.

  
Philip E. Goss, Jr.