

LAW OFFICES  
**FEINSTEIN & SOROTA, P.A.**  
PENTHOUSE 4 - CITICENTRE  
290 NORTHWEST 165TH STREET  
MIAMI, FLORIDA 33169

MARK D. FEINSTEIN  
ALAN M. SOROTA\*  
\* ALSO ADMITTED IN COLORADO

TELEPHONE (305) 944-4777  
FAX (305) 944-4888

*PO200012302*  
January 28, 2002  
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-01/29/02--01066--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Via Fedex: 8316 3857 7120

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

SUBJECT: FLORIDA CYPRESS INVESTMENTS, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check # 1485 in the amount of \$78.75 payable to the Department of State representing your Filing Fee and Certificate for the above-captioned incorporation.

In the event you have any questions, please feel free to contact the undersigned.

Sincerely,

*Carol A. Smith*

Carol F. Smith, Legal Asst to  
MARK D. FEINSTEIN, ESQUIRE

:cs

Enclosures: As Noted

*[Signature]*  
1/29

FILED  
02 JAN 29 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA CYPRESS INVESTMENTS, INC.**

**FILED**  
02 JAN 29 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLE I: NAME**

The name of the corporation shall be:

FLORIDA CYPRESS INVESTMENTS, INC.

The address of the principal office of this corporation shall be 290 North West 165<sup>th</sup> Street, Penthouse 4 - CitiCentre, Miami, Florida 33169 and the mailing address of the corporation shall be the same.

**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 United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV: REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 290 North West 165<sup>th</sup> Street, Penthouse 4 - CitiCentre, Miami, Florida 33169, and the name of the initial registered agent of the corporation at that address is Mark D. Feinstein.

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#### **ARTICLE V: TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI: BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors initially. The name and address of the initial members of the Board of Directors are:

Charles Mishner Director	2001 West Sample Road Suite # 305 Pompano Beach, Florida 33064
Mark D. Feinstein Director	290 North West 165 <sup>th</sup> Street Penthouse 4 - CitiCentre Miami, Florida 33169

#### **ARTICLE VII: OFFICERS**

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Charles Mishner President	2001 West Sample Road Suite # 305 Pompano Beach, Florida 33064
Mark D. Feinstein Vice President	290 North West 165 <sup>th</sup> Street Penthouse 4 - CitiCentre Miami, Florida 33169

#### **ARTICLE VIII: SPECIAL PROVISION**

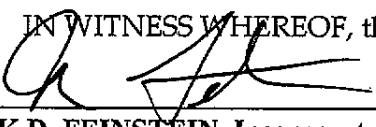
It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

**ARTICLE IX: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Mark D. Feinstein  
Feinstein & Sorota, P.A.  
290 N.W. 165<sup>th</sup> Street  
Penthouse 4 - CitiCentre  
Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on:



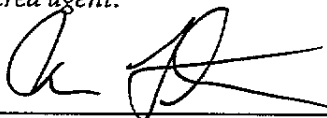
MARK D. FEINSTEIN, Incorporator

January 28, 2002

Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



MARK D. FEINSTEIN, Registered Agent

January 28, 2002

Date

FILED  
02 JAN 29 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA