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**FLORIDA PROFIT CORPORATION OR P.A.**

**omni equities north corporation**

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## ARTICLES OF INCORPORATION

OF

## OMNI EQUITIES NORTH CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

### ARTICLE I NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Omni Equities North Corporation.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 200 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301.

### ARTICLE II

#### DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

### ARTICLE III

#### PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

### ARTICLE IV

#### CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of voting common stock having a par value of U.S. 01/100 Dollar (\$.01) per share.

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## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is The Greenleaf Building, 200 Laura Street North, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

## ARTICLE VI

### DIRECTORS

Section 6.1 **Number.** This corporation shall have six (6) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

| <u>Name</u>           | <u>Address</u>  |
|-----------------------|---|
| Richard D. Zipes      | 200 East Las Olas Boulevard,<br>Suite 1600, Fort Lauderdale,<br>Florida 33301 |
| William S. Friedman   | 200 East Las Olas Boulevard<br>Suite 1600, Fort Lauderdale,<br>Florida 33301  |
| Charles D. Rubenstein | 200 East Las Olas Boulevard<br>Suite 1600, Fort Lauderdale,<br>Florida 33301  |

## ARTICLE VII

### BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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## ARTICLE VIII

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Richard D. Zipes

Address

200 East Last Olas Boulevard  
Suite 1600, Fort Lauderdale  
Florida 33301

## ARTICLE IX

### INDEMNIFICATION

Section 9.1 Indemnification. Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.8050(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be

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entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

### ARTICLE X

#### AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the  
26<sup>th</sup> day of February, 2002.

  
Richard D. Zipes, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F&L Corp.

Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory

Date: February 26, 2002

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