

Robert L. Sader\*  
Michael R. LeMaire

\* Also admitted in Ohio

LAW OFFICE  
**SADER & LeMAIRE, P.A.**  
A PROFESSIONAL ASSOCIATION

**P02000058400**  
VIA FEDERAL EXPRESS

May 23, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400005611084--0  
-05/28/02--01003--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Quayside, Inc.**

To the Secretary of State:

Please find enclosed the following pertaining to the above referenced:

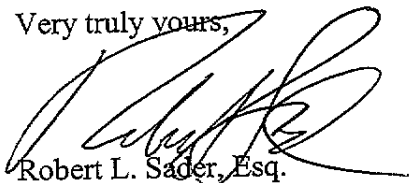
1. Articles of Incorporation
2. Our check payable to the Secretary of State in the amount of \$78.75
3. A return Federal Express air bill and envelope

Please be so kind as to return a certified copy of the Articles of Incorporation to me in the Federal Express envelope provided.

If you have any questions or comments whatsoever about this filing, please call me at 800-948-7202.

Thank you for your usual assistance.

Very truly yours,

  
Robert L. Sader, Esq.

RLS/tss

Tss/Quayside.DeptState.ltr

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY 24 AM 10:39

5-25-02  
WC

**Articles of Incorporation  
of  
Quayside, Inc.**

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is: Quayside, Inc.

**ARTICLE II. NATURE OF BUSINESS**

The corporation will engage in any activity or business permitted under the laws of the United States and 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 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

FILED  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
02 MAY 24 PM 10:39

#### ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is as follows:

1901 W. Cypress Creek Road  
Suite 415  
Fort Lauderdale, FL 33309

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is Robert L. Sader, 1901 West Cypress Creek Road, Suite 415, Fort Lauderdale, Florida 33309, which is also known as the registered office.

#### ARTICLE VII. DIRECTORS

The corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director is as follows:

Tammie S. Sader                      2900 Oak Tree Drive  
Fort Lauderdale, FL 33309

#### ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

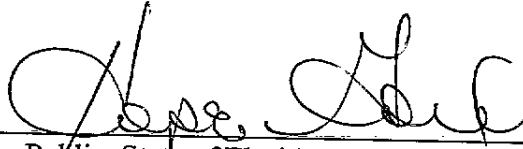
STATE OF FLORIDA       )  
                                      ) SS  
COUNTY OF BROWARD    )

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared TAMMIE S. SADER, personally known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

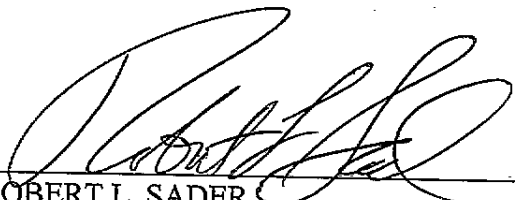
WITNESS my hand and official seal in the County and State named above this  
23<sup>rd</sup> day of May, 2002.



HOPE GOLD  
COMMISSION # CC754365  
EXPIRES JUN 25, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY OF FLORIDA

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:

I, ROBERT L. SADER, by execution hereof, accept the designation as Registered Agent of this corporation.

  
\_\_\_\_\_  
ROBERT L. SADER

ARTICLE IX. 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATOR


The name and address of the person signing these Articles is as follows:

Tammie S. Sader                      2900 Oak Tree Drive  
Fort Lauderdale, FL 33309

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23 day of May, 2002.

  
Tammie S. Sader, Incorporator