

*Paul S. Labiner*  
*Attorney and Counselor at Law*  
*Admitted in NY, NJ and Florida*

May 30, 2002

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

2255 Glades Road  
Suite 422A  
Boca Raton, FL 33431  
Tel (561) 998-2362  
Fax (561) 998-2358

RE: FIVE MANAGEMENT CORP.

000005664890--0  
-05/03/02--01058--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Indies and Gentlemen:

Enclosed is the original and one (1) copy of the articles of incorporation and a check payable to "Florida Department of State" for \$70.00 which includes:

1. \$35.00 Filing Fee
2. 35.00 Designation of Registered Agent

FOR:

Ronald R. Fieve  
1540 South Ocean Blvd.  
Palm Beach, Florida 33480-5103

All documents and correspondence are to be directed to my office. A self-addressed, stamped envelope has been provided for your convenience. Your time and consideration in this matter are greatly appreciated.

Sincerely,

*Diane C. Sagil*

Diane C. Sagil, Paralegal

dcs  
Enclosures

cc: Ronald R. Fieve

*[Handwritten signature]* 6/3

FILED  
02 JUN -3 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **ARTICLES OF INCORPORATION OF FIEVE MANAGEMENT CORP.**

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**

The name of the corporation shall be: **FIEVE MANAGEMENT CORP.**

## **ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

## **ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

## **ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

## **ARTICLE V**

The corporation elects to have preemptive rights.

**FILED**  
02 JUN -3 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE IX**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of TWO directors whose names and addresses are as follows:

RONALD R. FIEVE  
1540 South Ocean Blvd.  
Palm Beach, FL 33480-5103

AND

KATIA C. FIEVE  
1540 South Ocean Blvd  
Palm Beach, FL 33480-5103

## **ARTICLE X**

The initial registered agent of the corporation is RONALD R. FIEVE. The street address of the corporation's initial registered office is:

1540 South Ocean Blvd  
Palm Beach, FL 33480-5103

**ARTICLE XI**

The principal place of business and mailing address of this corporation shall be:

1540 South Ocean Blvd  
Palm Beach, FL 33480-5103

**ARTICLE XII**

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

RONALD R. FIEVE  
1540 South Ocean Blvd  
Palm Beach, FL 33480-5103

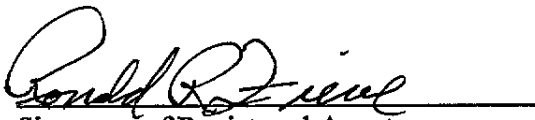
The undersigned incorporator has executed these Articles of Incorporation this 23 day of May, 2002.

  
\_\_\_\_\_  
RONALD R. FIEVE, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
FIEVE MANAGEMENT CORP.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: May 23, 2002.

  
Signature of Registered Agent  
RONALD R. FIEVE

**FILED**  
02 JUN -3 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA