

CODINA  
GROUP, INC.

P02000100375



September 13, 2002

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: CODINA BOYNTON, INC.  
COSMA BOYNTON, INC.  
CODINA PBPOC, INC.  
COSMA PBPOC, INC.

800007782278--3  
-09/17/02--01010--014  
\*\*\*315.00 \*\*\*\*\*78.75

355  
Alhambra  
Circle  
Suite 900  
Coral Gables  
Florida  
33134  
T305-584-2300  
www.codina.com  
FILED  
2002 SEP 16 PM 1:17  
TALLAHASSEE, FLORIDA

Dear Sirs:

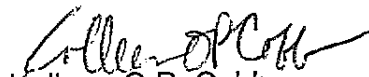
Enclosed is are originals and one copy of the Articles of Incorporation for each of the referenced corporations for filing with the Florida Department of State. Also, enclosed is a check for \$315.00, which amount represents payment of the following:

|    |                       |                            |                 |
|----|-----------------------|----------------------------|-----------------|
| A. | Codina Boynton, Inc.: | Filing fee                 | \$ 35.00        |
|    |                       | Registered agent fee       | 35.00           |
|    |                       | Certified copy of articles | 8.75            |
| B. | Cosma Boynton, Inc.:  | Filing fee                 | 35.00           |
|    |                       | Registered agent fee       | 35.00           |
|    |                       | Certified copy of articles | 8.75            |
| C. | Codina PBPOC, Inc.:   | Filing fee                 | 35.00           |
|    |                       | Registered agent fee       | 35.00           |
|    |                       | Certified copy of articles | 8.75            |
| D. | Cosma PBPOC, Inc.:    | Filing fee                 | 35.00           |
|    |                       | Registered agent fee       | 35.00           |
|    |                       | Certified copy of articles | 8.75            |
|    |                       |                            | <u>\$315.00</u> |

Please return the certified copies of the Articles of Incorporation to my attention, in the self-addressed envelope provided, as soon as they have been filed.

Thank you for your assistance in this matter. Please call with any questions.

Very truly yours,

  
Kolleen O.P. Cobb

Enclosures

09-17-2

ARTICLES OF INCORPORATION  
OF  
COSMA BOYNTON, INC.

---

FILED  
2002 SEP 17 PM 1:17  
TALLAHASSEE, FLORIDA

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

ARTICLE I  
Name and Principal Office of Corporation

The name of this Corporation shall be COSMA BOYNTON, INC. The initial mailing address of the Corporation shall be 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134.

ARTICLE II  
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III  
Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Kolleen Cobb  
355 Alhambra Circle  
Suite 900  
Coral Gables, FL 33134

ARTICLE V

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134. The name of the initial Registered Agent of this Corporation at the above address shall be Kolleen Cobb.

ARTICLE VII

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Armando Codina  
355 Alhambra Circle  
Suite 900  
Coral Gables, FL 33134

## ARTICLE IX

### Officers

The name and position of the initial officers of the Corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

| <u>Name</u>             | <u>Position</u>                    |
|-------------------------|------------------------------------|
| Henry Befeler           | President/Treasurer/Secretary      |
| Kolleen O.P. Cobb, Esq. | Vice President/Assistant Secretary |
| Forrest Robinson        | Vice President                     |

## ARTICLE X

### By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

## ARTICLE XI

### Financial Information

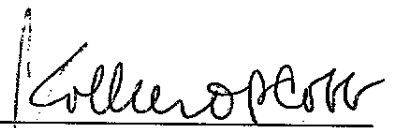
The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

## ARTICLE XII

### Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

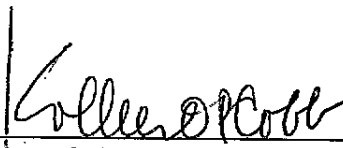
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 3 day of September, 2002.

By:   
Kolleen Cobb, Incorporator

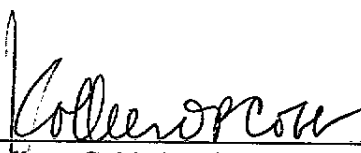
CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following  
is submitted:

COSMA Boynton, Inc., desiring to organize as a corporation under the laws of the  
State of Florida, has designated 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134, as its  
initial Registered Office and has named Kolleen Cobb, located at said address as its initial  
Registered Agent.

By:   
Kolleen Cobb, Incorporator

Having been named Registered Agent for the above stated corporation, at the  
designated Registered Office, the undersigned hereby accepts said appointment and agrees to  
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said  
office. The undersigned further agrees to comply with the provisions of all statutes relating to  
the proper and complete performance of the undersigned's duties, and the undersigned is familiar  
with and accepts the obligations of the undersigned's position as registered agent.

By:   
Kolleen Cobb, Registered Agent

FILED  
2002 SEP 17 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA