

SEP 23 2002 10:05 PM HOLLAND & KNIGHT 305 789 7799 TO 305 789 7799 P.01/04
P020000102656

FILED

02 SEP 23 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000202025 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : JAM MARK LIMITED
Account Number : 120000000112
Phone : (305)789-7758
Fax Number : (305)789-7799

FLORIDA PROFIT CORPORATION OR P.A.

PTC Florida, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

H02000202025 1

FILED

**ARTICLES OF INCORPORATION
OF
PTC FLORIDA, INC.**

02 SEP 23 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of PTC FLORIDA, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is PTC FLORIDA, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing and business address of the Corporation is:

701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any lawful activity or business.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

H02000202025 1

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Frances G. Faigenblat
701 Brickell Ave.
Suite 3000
Miami, Florida 33131

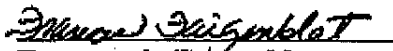
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 19th day of September, 2002.



Frances G. Faigenblat
Sole Incorporator

H02000202025 1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That PTC FLORIDA, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 19th day of September, 2002.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Hagen
Title: Vice President

MIA1 #1167367 v2

H02000202025 1

FILED
02 SEP 23 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA