

Division of Corporations

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STATE OF FLORIDA
TALLAHASSEE

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FLORIDA PROFIT CORPORATION OR P.A.**ROWELL FAMILY CORP.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
ROWELL FAMILY CORP.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Rowell Family Corp. Its principal office address and business mailing address is 220 Alhambra Circle, 5th Floor, Coral Gables, FL 33134-5101.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

Section 1. The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Voting Stock, having a par value of \$.01;
- B) 9,000 shares of Class B Common Non-Voting Stock, having a par value of \$.01

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights whatsoever, either individually or as a class.

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Michael Axman, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI
INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Mike Hill	c/o Gibraltar Bank 220 Alhambra Circle 5th Floor Coral Gables, FL 33134-5101

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael B. Axman, Esq.	Adorno & Yoss, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133



Michael B. Axman, Esq., Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Rowell Family Corp., at the place designated in the Articles of Incorporation, Michael B. Axman, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: Oct 11, 2002
Michael B. Axman

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