

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-142-8086

P95000003800

**CSO networks**

Mail To:  
P.O. Box 5820  
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 525038 4656A

AUTHORIZATION :

*Patricia Pyzik*

COST LIMIT : \$ 122.50

ORDER DATE : January 13, 1995

ORDER TIME : 10:52 AM

ORDER NO. : 525038

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CUSTOMER NO: 4656A

CUSTOMER: Myrna Anne Norman, Legal Asst.  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
P. O. Box 12890  
Miami, FL 33101-2890

DOMESTIC FILING

P95000003800

NAME: FIC PEMBROKE CORP.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

EXAMINER'S INITIALS:

RECEIVED  
95 JAN 13 PM 12:39  
DIVISION OF CORPORATION

FILED  
95 JAN 13 PM 3:00  
TALLAHASSEE, FL 32310

*pm*  
1-13-95  
02/A

ARTICLES OF INCORPORATION  
OF  
FIC PEMBROKE CORP.

FILED  
95 JAN 13 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FIC PEMBROKE CORP. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Financial Investments Corp., 405 North Wabash, River Plaza 2E, Chicago, Illinois 60611.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hayes Street, Tallahassee, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Harrison I. Steans  
c/o Financial Investments Corp.  
405 North Wabash, River Plaza 2E  
Chicago, Illinois 60611

Jennifer W. Steans  
c/o Financial Investments Corp.  
405 North Wabash, River Plaza 2E  
Chicago, Illinois 60611

Richard D. Michaels  
c/o Financial Investments Corp.  
405 North Wabash, River Plaza 2E  
Chicago, Illinois 60611

#### ARTICLE VII

The name of the Incorporator is Bradford D. West, Esq. and the address of the Incorporator is c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17 day of January 1995.



\_\_\_\_\_  
Bradford D. West, Esq.  
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FIC PEMBROKE CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION INFORMATION  
SERVICES, INC.

By: Patricia Pizzuto, as i b Agent  
Patricia Pizzuto,  
Registered Agent

DATED: January 12, 1995

FILED  
95 JAN 13 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA