

**H95000009112**

2/02/95  
((H9500001390))  
1: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORP. STATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
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PHONE: (305) 641-3604  
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3:15 PM

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PARTRIDGE IN A PEARTREE, IN C.  
FAX AUDIT NUMBER: H95000001390  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Moriham

Secretary of State

February 2, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PARTRIDGE IN A PEARTREE INC.  
REF: W95000002474

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please remove OR add the COMMA to corporate name. Also, Articles IV thru Articles VII is missing. Please resubmit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000001390  
Letter Number: 995A00004582

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FEB-03-1995 00:29 FROM EMPIRE

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Partridge In A Peartree, Inc.

ARTICLE I.

NAME

The Name of the Corporation is Partridge In A Peartree, Inc.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:  
Michael A. Bander  
444 Brickell Avenue  
Miami, FL 33131  
MAB Bar # FL 171967  
(305) 358.5800

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**ARTICLE IV.****AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1000 shares with par value of \$1.00.

**ARTICLE V.****PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI****PRINCIPAL OFFICE**

The principal office of the Corporation is: 2371 Collins Avenue, Apt. B1439, Miami Beach, Florida 33139.

**ARTICLE VII.****REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation, Registrar Agent Service Corporation:

Michael Partridge

2371 Collins Avenue, Apt. B-1439

Miami Beach, Florida 33139

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## ARTICLE VIII.

## DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

## NAME

Michael Partridge President

## ARTICLE IX

## INCORPORATOR

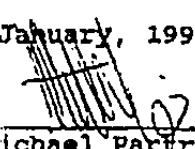
The name and address of the incorporator is: Michael Partridge, 2371 Collins Avenue, Apt. B 1439, Miami Beach, Florida 33139.

## ARTICLE X.

## INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 30th day of January, 1995.

  
\_\_\_\_\_  
Michael Partridge-  
Incorporator

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STATE OF FLORIDA )  
COUNTY OF DADE ) SS.:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me MICHAEL PARTRIDGE to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 2 day of February 1995.



MARCIA GOODENO  
My Commission Expires Jan. 08, 1998

NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires

*Marcia Goodeno*

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**CERTIFICATE OF DESIGNATION  
REGISTER AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
Partridge In A Peartree, Inc.
2. The name and address of the Registered Agent and office is:

Michael Partridge  
2371 Collins Avenue, Apt. B-1439  
Miami Beach, Florida 33139

SIGNATURE: 

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