

ROBERT B. SMITH, P.A.

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
JAN 30 1995

Re: Articles of Incorporation for The Oldenburg Corporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with the Secretary of State. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State, representing filing fee for same.

Kindly file stamp original and forward to me at the above listed address. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

  
Robert B. Smith

RBS/lmh  
Enclosures

FEB 7 1995 BSB

FILED

SEP 23 PM 6:01

ARTICLES OF INCORPORATION

OF

THE OLDENBURG CORPORATION

The undersigned, acting as incorporator of The Oldenburg Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I. NAME

JAN 30 1995

The name of the corporation is The Oldenburg Corporation

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 169 E. Flagler Street, Suite 700, Miami, Florida 33131.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the corporation is organized are as follows:

To engage in all aspects of business acquisitions, joint venture, mergers and real estate holdings, and to transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

#### ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VII. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 250 shares of Class A common stock, having a par value of \$1.00 per share, and 250 shares of Class B common stock, having a par value of \$1.00 per share. The preferences, limitation, and relative rights in respect to the shares of Class A and Class B common stock shall be the same, except that the shares of Class B common stock shall not vote on any matters, except when otherwise required by law. The consideration to be paid for each share of Class A and Class B common stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 169 E. Flagler Street, Suite 700, Miami, Florida 33131, the name of the corporation's initial registered agent at the address is Robert Bernard Smith, Jr., Esq.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Robert Bernard Smith, Jr. Esq. Chairman and Chief Executive Officer	169 E. Flagler Street Suite 700 Miami, FL 33131

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The names and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
Robert Bernard Smith, Jr., Esq. Chairman and Chief Executive Officer	169 E. Flagler Street Suite 700 Miami, Florida 33131

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Robert Bernard Smith, Jr., Esq. Chairman and Chief Executive Officer	169 E. Flagler Street Suite 700 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE XII. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

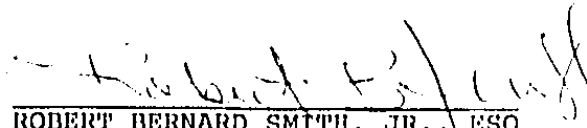
#### ARTICLE XIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, 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 XIV. BYLAWS

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
ROBERT BERNARD SMITH, JR., ESQ

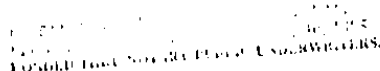
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 1995, by ROBERT BERNARD SMITH, JR., who is personally known to me.

\_\_\_\_\_  
Notary Public  
State of Florida at Large

(Affix notarial seal)

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION EXPIRES 10/01/97

PARADIGMART.WPS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Oldenburg Corporation in the foregoing Articles of Incorporation, I, on behalf of The Oldenburg Corporation, a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By:

  
ROBERT BERNARD SMITH, JR.

PARADIGMART.WPS