

P95000010535

2/07/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: KATZ, BARRON, SQUITERO & FAUSTPA
2699 S BAYSHORE DR
7TH FLOOR
MIAMI FL 33133-

FAX: (904) 922-4000

CONTACT: ANA C HARRIS, ESQ.

PHONE: (305) 256-2444

FAX: (305) 285-9227

((H95000001559))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NHC FLORIDA ACQUISITION CO.

FAX AUDIT NUMBER: H95000001559

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/07/1995

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H95000001589

ARTICLES OF INCORPORATION
OF
NHC FLORIDA ACQUISITION CO.

ARTICLE I

NAME

The name of the corporation is NHC FLORIDA ACQUISITION CO.
The mailing address of the corporation shall be 2699 South Bayshore
Drive, Suite 700, Miami, Florida 33133.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing
upon filing of the Articles of Incorporation with the Secretary of
State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact
any and all lawful business within and without the State of Florida

Fax Audit No. H95000001589
This instrument prepared by:
Erica L. English, Esq.
Fla. Bar No. 599328
KATZ, BARRON, SQUITERO & FAUST
2699 South Bayshore Drive
Seventh Floor
Miami, Florida 33133
(305)856-2444

Fax Audit No. H95000001559

or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of One Cent (.01¢) par value common stock.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

ERICA L. ENGLISH, Esq.
Katz, Barron, Squitero & Faust, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida

Fax Audit No. H95000001559

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33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 7th day of February, 1995.

Erica L. English
ERICA L. ENGLISH, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

Fax Audit No. H95000001559

Fax Audit No. H9500001559

IN WITNESS WHEREOF, as said registered agent, we have caused
this Statement to be signed on this 2nd day of February, 1995.

CORPCO, INC.

By 
ALBERT J. XIQUES, Vice President

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95 FEB -8 PM 3:53
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TALLAHASSEE, FLORIDA

Fax Audit No. H9500001559

P95000010535

Blackwell & Walker

Attorneys at Law

A PROFESSIONAL ASSOCIATION

2800 SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131-774
(305) 388-8880 CABLE BLACKWALK FAX (305) 372-1488

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Of Counsel
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John B. Kelley

T. J. Blackwell
(1896-1964)
W. H. Walker, Jr.
(1907-1992)

Branch Offices
Dadeland
Fort Lauderdale
West Palm Beach

Writer's Direct Line

March 21, 1995

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

Re: NHC FLORIDA ACQUISITION CO.
Document number P95000010535

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above company. Please file the original in your offices and certify and return one copy to me.

I am enclosing a check in the amount of \$87.50 as follows:

\$ 35.00 Filing Fee
52.50 Certified Copy
\$ 87.50

Very truly yours,

Patricia Thomas
Patricia Thomas
Legal Assistant

Enclosures

N/C Amend
SP

000001438440
-03/24/95--01013--005
****175.00 ****87.50

FILED
MAR 21 PM 3 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE TO FILING CLERK:

Please file in this order:

1. The Adler Companies name change to The Tammy Companies
(making the name "The Adler Companies" available).
2. NHC Florida Acquisition Co. name change to The Adler Companies.

Please call me if you have any questions.

Patricia Thomas
(305) 995-5662

PATRICIA THOMAS
LEGAL ASSISTANT

Blackwell & Walker

Attorneys at Law

A PROFESSIONAL ASSOCIATION

2500 SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131-1774
DIRECT LINE (305) 995-5662 FAX (305) 372-1468

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95 MAR 24 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The name of the corporation is:

NHC FLORIDA ACQUISITION CO.

2. The following amendment to the articles of incorporation was adopted by the corporation:

The name of the corporation is hereby changed to:

THE ADLER COMPANIES, INC.

3. The amendment was adopted by the Board of Directors on the 20th day of March, 1995.

4. The amendment was approved by the unanimous consent of the Shareholders of the Corporation on the 20th day of March, 1995.

Dated March 20, 1995

NHC FLORIDA ACQUISITION CO.

By: 

David C. Adler, President



PRENTICE HALL LEGAL & FINANCIAL SERVICES

Paramount Publishing
Business, Technical & Professional Group
600 Travis, Suite 1800
Houston, TX 77002
713-228-1554

P95000010535

April 25, 1995

Secretary of State
Corporate Record Bureau
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

200001467862
-04/28/95--01029--012
*****35.00 *****35.00

Re: The Adler Companies, inc.
Our Ref # 98-95-03298

Dear Sir or Madam:

Enclosed please find the following:

1. Statement of Change of Registered Office/Agent (original + 1 copy).
2. Filing fee of \$35.00.

Please file upon receipt and return official evidence to my attention in the enclosed self-addressed envelope. Also, please reference our file number on all correspondence or return this cover letter with the evidence.

If you have any questions or problems with the enclosed, please call me at 200/243-3779 so the matter may be resolved quickly.

Very truly yours,

CSC NETWORKS/PRENTICE HALL LEGAL & FINANCIAL SERVICES

Debra L. Vincent

Debra L. Vincent
Client Specialist

DLV/ca

Enclosure(s)

95 APR 27 AM 11:47
TALLAHASSEE, FLORIDA

P95000010535
4/27/95
MCM
CW

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: THE ADLER COMPANIES, INC.

1b. Date of incorporation 02/08/95 Document number P95000010535

2. The name and address of the current registered agent and office:

CORPCO, INC.
2699 South Bayshore Drive, 7th Floor
Miami, FL 33133

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Cathryn L. Porter
SIGNATURE

4-19-95

DATE

Cathryn L. Porter, Corporate Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: Debra L. Vincent
(Registered Agent) Debra L. Vincent

DATE 4/21/95 Assistant Secretary