

**P95000024814**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 1-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

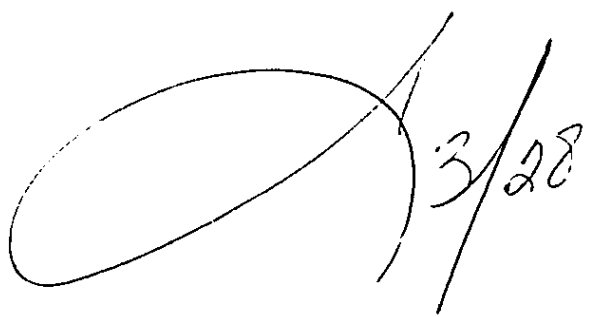
NAME: M & A PARTNERS, INC.  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
FAX AUDIT NUMBER: H95000003544  
DATE REQUESTED: 03/28/1995  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:40:24  
CERTIFIED COPIES: 1  
CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 0  
METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

\*\*\* ENTER 'M' FOR MENU. \*\*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:28:4

FILED  
95 MAR 23 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
3/28

LURA\CP\N&A.ART

ARTICLES OF INCORPORATION  
OF  
M & A PARTNERS, INC.

FILED  
95 MAR 23 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, ARTHUR P. GIRARD, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:

M & A PARTNERS, INC.

The principal office of the Corporation will be:

13899 Biscayne Boulevard  
Miami, Florida 33181

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have the power to make and perform contracts of any kind and

IRA R. SHAPIRO, ESQUIRE  
FL. BAR NO. 308943  
13899 Biscayne Blvd., #400  
Miami, FL 33181  
(305) 944-3936

H95000003544

H95000003544

description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 1000 shares of common stock, \$1.00 per value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 13899 Biscayne Boulevard, Suite 400, Miami, Florida 33181. The initial Registered Agent for the Corporation is IRA R. SHAPIRO located at the initial registered office address of the Corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

9930000035 44

9930000035 44

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

NAME

ADDRESS

ARTHUR P. GIRARD

13899 Biscayne Boulevard  
Miami, Florida 33181

MICHAEL SCARKE

13899 Biscayne Boulevard  
Miami, Florida 33181

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

NAME

ADDRESS

ARTHUR P. GIRARD

13899 Biscayne Boulevard  
Miami, Florida 33181

IX

GENERAL PROVISIONS:

- (a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the

H950000035 44

H950000035 44

H950000035 44

limitations and provisions of the laws of the State of Florida and the laws of the United States.

- (d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 27 day of March, 1995.

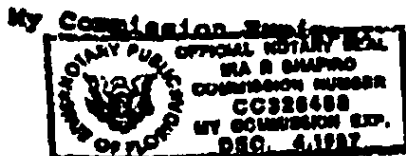
Arthur P. Girard  
ARTEUR P. GIRARD

STATE OF FLORIDA

COUNTY OF DADE

} ss:

The foregoing instrument was acknowledged, sworn to and subscribed before me by ARTEUR P. GIRARD this 27 day of March, 1995.



Ira S. Shapiro  
IRA S. SHAPIRO, NOTARY PUBLIC  
Commission/Serial Number (if any)

Personally Known ✓ OR Produced Identification           
Type of Identification Produced         

H950000035 44

LURA\CF\M&A.AOT

W950000035 44

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

**M & A PARTNERS, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That M & A PARTNERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named IRA R. SHAPIRO, located at 13899 Biscayne Boulevard, Suite 400, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:   
IRA R. SHAPIRO,  
Registered Agent

FILED  
95 MAR 29 PM 2:59  
SECRET  
TALLAHASSEE, FLORIDA

W950000035 44