

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086



*P9500025253*

ACCOUNT NO. : 072100000032

REFERENCE : 567926 86901Q

AUTHORIZATION :

800001442738  
-03/29/95--01047--008  
\*\*\*\*122.50 \*\*\*\*122.50

COST LIMIT : \$ PREPAID

ORDER DATE : March 29, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 567926

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Jennifer Connors - 86901q  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

FILED  
95 MAR 29 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

*Pro-Trade Development Inc.*

NAME: ~~PALM AFG HOLDINGS, INC.~~

RECEIVED  
95 MAR 29 AM 11:27  
DIVISION OF CORPORATION

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN MAR 29 1995

ARTICLES OF INCORPORATION  
OF  
PRO-TRADE DEVELOPMENT, INC.

FILED  
95 MAR 29 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PRO-TRADE DEVELOPMENT, INC.

The principal place of business of this corporation shall  
be 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all  
lawful activities or business permitted under the laws of the  
United States, the State of Florida or any other state, country,  
territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this  
corporation is authorized to have outstanding at any one time is  
7,500 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is SCOTT L. WARFMAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The names and street addresses of the initial members of the Board of Directors are:

DANIEL CADOSCH-DELMAR  
19355 turnberry Way  
North Miami Beach, Florida 33180

JAIME PEISACH S.  
19355 Turnberry Way  
North Miami Beach, Florida 33180

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

DANIEL CADOSCH-DELMAR                      President  
19355 turnberry Way  
North Miami Beach, Florida 33180

JAIME PEISACH S.  
19355 turnberry Way  
North Miami Beach, Florida 33180

Secretary

ARTICLE VIII. INDEMNIFICATION

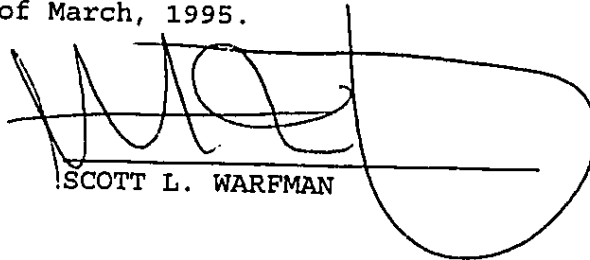
The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

SCOTT L. WARFMAN  
1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of March, 1995.

  
SCOTT L. WARFMAN

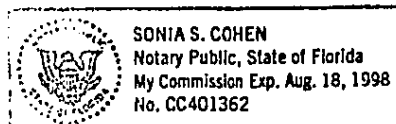
STATE OF FLORIDA )

SS:

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by Scott L. Warfman, who is personally known to me.

  
SONIA S. COHEN, Notary Public




The undersigned hereby accepts designation as Resident Agent for the Corporation at the address set forth in Article IV of the Articles of Incorporation pursuant to Section 48.091, Florida Statutes.

  
SCOTT L. WILLIAMS

FILED  
95 MAR 29 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1998.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

|   |  |  |  |   |  |
|---|--|--|--|---|--|
| <b>PROFIT CORPORATION ANNUAL REPORT 1996</b>  |  |   |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Morham<br>Secretary of State<br>DIVISION OF CORPORATIONS   |  |
| <b>DOCUMENT # P95000025253 (2)</b><br>1. Corporation Name<br><b>PRO-TRADE DEVELOPMENT, INC.</b>   |  |  |  |   |  |
| Principal Place of Business<br><b>1101 BRICKELL AVENUE<br/>SUITE 1400<br/>MIAMI FL 33131</b>  |  |  | Mailing Address<br><b>1101 BRICKELL AVENUE<br/>SUITE 1400<br/>MIAMI FL 33131</b> |   |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country   |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country   |  | 3. Date Incorporated or Qualified<br><b>03/29/1995</b><br>3a. Date of Last Report<br><b>03/29/1995</b>  |  |
| 4. FE number<br><b>PENDING</b>  |  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>  |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>   |  |
| 7. This corporation has liability for intangible tax under s. 193.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No  |  | 8. This corporation has liability for intangible tax under s. 193.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No   |  | 9. Name and Address of Current Registered Agent<br><b>WARFMAN, SCOTT L<br/>1101 BRICKELL AVENUE<br/>SUITE 1400<br/>MIAMI FL 33131</b>   |  |
| 10. Name and Address of New Registered Agent<br>b1 Name<br><b>Leopold H. Bloom</b><br>b2 Street Address (P.O. Box Number is Not Acceptable)<br><b>1101 Brickell Ave</b><br>b3 Suite<br><b>Suite 1400</b><br>b4 City<br><b>Miami</b><br>b5 Zip Code<br><b>FL 33131</b>   |  | 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.<br>SIGNATURE <b>[Signature]</b><br>DATE <b>10/22/96</b>   |  | 12. OFFICERS AND DIRECTORS<br>1.1 TITLE<br><b>PD</b><br>1.2 NAME<br><b>CADOSCH-DELMAR, DANIEL</b><br>1.3 STREET ADDRESS<br><b>19355 TURNBERRY WAY</b><br>1.4 CITY-ST-ZIP<br><b>NORTH MIAMI BEACH FL 33180</b><br>1.5 TITLE<br><b>SD</b><br>1.6 NAME<br><b>PEISACH S., JAME</b><br>1.7 STREET ADDRESS<br><b>19355 TURNBERRY WAY</b><br>1.8 CITY-ST-ZIP<br><b>NORTH MIAMI BEACH FL 33180</b><br>1.9 TITLE<br><b>[Blank]</b><br>1.10 NAME<br><b>[Blank]</b><br>1.11 STREET ADDRESS<br><b>[Blank]</b><br>1.12 CITY-ST-ZIP<br><b>[Blank]</b><br>1.13 TITLE<br><b>[Blank]</b><br>1.14 NAME<br><b>[Blank]</b><br>1.15 STREET ADDRESS<br><b>[Blank]</b><br>1.16 CITY-ST-ZIP<br><b>[Blank]</b><br>1.17 TITLE<br><b>[Blank]</b><br>1.18 NAME<br><b>[Blank]</b><br>1.19 STREET ADDRESS<br><b>[Blank]</b><br>1.20 CITY-ST-ZIP<br><b>[Blank]</b> |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12<br>1.1 TITLE<br><b>100001998631-3</b><br>1.2 NAME<br><b>-11/07/96--01020--027</b><br>1.3 STREET ADDRESS<br><b>****225.00 ****225.00</b><br>1.4 CITY-ST-ZIP<br><b>[Blank]</b><br>2.1 TITLE<br><b>[Blank]</b><br>2.2 NAME<br><b>[Blank]</b><br>2.3 STREET ADDRESS<br><b>[Blank]</b><br>2.4 CITY-ST-ZIP<br><b>[Blank]</b><br>3.1 TITLE<br><b>100001998631-3</b><br>3.2 NAME<br><b>-11/07/96--01020--028</b><br>3.3 STREET ADDRESS<br><b>****150.00 ****150.00</b><br>3.4 CITY-ST-ZIP<br><b>[Blank]</b><br>4.1 TITLE<br><b>[Blank]</b><br>4.2 NAME<br><b>[Blank]</b><br>4.3 STREET ADDRESS<br><b>[Blank]</b><br>4.4 CITY-ST-ZIP<br><b>[Blank]</b><br>5.1 TITLE<br><b>[Blank]</b><br>5.2 NAME<br><b>[Blank]</b><br>5.3 STREET ADDRESS<br><b>[Blank]</b><br>5.4 CITY-ST-ZIP<br><b>[Blank]</b><br>6.1 TITLE<br><b>[Blank]</b><br>6.2 NAME<br><b>[Blank]</b><br>6.3 STREET ADDRESS<br><b>[Blank]</b><br>6.4 CITY-ST-ZIP<br><b>[Blank]</b> |  | 14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address. |  |   |  |

FILED

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MWB  
11-6-96

SECRETARY OF STATE  
TALLAHASSEE

REINSTATEMENT 1996

CR2E034 (3/96)