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H. HUGH McCONNELL
ATTORNEY AT LAW
3783 IRVINGTON AVENUE
MIAMI, FLORIDA 33133

RECEIVED
95 MAR 30 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 28, 1995

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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-03/30/95--01080--014
***122.50 ***122.50

Re: Articles of Incorporation for
PASCAL, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation on the above referenced corporation. Also, enclosed please find my check in the amount of \$122.50 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide me with a filed copy of same at the above address.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

H. Hugh McConnell
H. Hugh McConnell

HHM/jaa
Enclosures

4/4/95
A

ARTICLES OF INCORPORATION

OF

PASCAL, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

PASCAL, INC.

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 State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

95 MAR 10 11 11 AM '33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation shall be:

H. HUGH McCONNELL
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

The Board of Directors may from time to time move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

DIRECTORS

This corporation shall have One (1) Director, initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than One (1). The name and street address of the initial member of the Board of Directors is:

H. HUGH McCONNELL
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

ARTICLE VIII

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 their successors are elected or appointed are:

President: LAURIE A. RAMSAY
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

Vice President: H. HUGH McCONNELL
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

Treasurer: H. HUGH McCONNELL
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

Secretary: LAURIE A. RAMSAY
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

H. HUGH McCONNELL
201 Alhambra Circle -- Suite 1102
Coral Gables, Florida 33134

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by


reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority vote of the shareholders entitled to vote thereon, unless all of the directors and all of the voting shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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


H. HUGH McCONNELL

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared H. Hugh McConnell, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Dade County, Florida, this 28, day of March, 1995.


NOTARY PUBLIC

My commission expires:

Brenda Ann Trelles
Printed Name of Notary Public

OFFICIAL NOTARY SEAL
BRENDA ANN TRELLES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC412218
MY COMMISSION EXP. OCT. 9, 1998

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

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

That Pascal, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named H. Hugh McConnell of 201 Alhambra Circle, Suite 1102, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


H. HUGH McCONNELL