

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-0101 FAX

800-342-8086

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 578345 80743A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 12, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 578345

CUSTOMER NO: 80743A

CUSTOMER: Alford Hopkins, Esq
ENGLES PERTNOY SOLOWSKY &
ALLEN, P.A.
21st Floor
100 Southeast Second Street
Miami, FL 33131

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-04/12/95--01060--003
****122.50 ****122.50

DOMESTIC FILING

NAME: OKAY PARTNERS, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: _____

FILED
05 APR 12 PM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OKAY PARTNERS, INC.
100 SE 2ND ST
21ST FLOOR
MIAMI, FL 33131
407-331-1111

**ARTICLES OF INCORPORATION
OF
OKAY PARTNERS, INC.**

FILED
95 APR 12 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

OKAY PARTNERS, INC.

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1000	\$1.00	Common

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

EARL PERTNOY
801 Arthur Godfrey Road, Suite 550
Miami Beach, Florida 33149

ARTICLE VI

The name and address of the first director of this corporation is:

ALFRED I. HOPKINS
100 S.E. Second Street, Suite 2100
Miami, Florida 33131

ARTICLE VII

The name and address of the Incorporator is:

ALFRED I. HOPKINS
100 S.E. Second Street, Suite 2100
Miami, Florida 33131

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a shareholder to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by

reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and

without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 7th day of April, 1995.


_____(SEAL)
ALFRED I. HOPKINS

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

FILED
95 APR 12 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in

Compliance with said Act:

OKAY 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 801 Arthur Godfrey Road, Suite 550

Miami Beach, Florida 33140 has named Earl Pertnoy as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT:

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

 (SEAL)
EARL PERTNOY, Registered Agent

D:\JOPKINS\VI-OKAY