

*Alexander E. Borell*  
Attorney At Law

3929 Ponce de Leon Blvd.  
Coral Gables, FL 33134

Telephone  
448-2336  
BX  
448-678

P95000053711

Florida Secretary of State  
P.O. Box 6327  
Tallahassee FL 32314

55 JUN -7 PM 3:53  
FILED

June 30, 1995

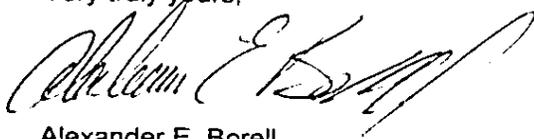
Re: Registration of ADMAC INC., as a Florida Corporation

To whom it may concern,

Attached you will find the articles of Incorporation and my office check for \$122.50.

Should you find all the documents to be in order, please take whatever steps are necessary to incorporate the above. If you have any questions please do not hesitate to contact me.

Very truly yours,



Alexander E. Borell

1907  
7-12-95

000001582370  
-07/10/95--01013--011  
\*\*\*122.50 \*\*\*122.50

FILED  
95 JUL -7 PM 3:58  
MIA

**ARTICLES OF INCORPORATION**  
**OF**  
**ADMAC, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.**  
**NAME**

The name of the Corporation is: **ADMAC, INC.**

**ARTICLE II.**  
**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III.**  
**NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE V.**  
**PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI.**  
**REGISTERED OFFICE**

The street address of the initial registered agent of the Corporation is:

1800 North Bayshore Drive  
Miami, Florida 33132

The name of the registered agent at such address is:

WILLIAM A. McFEELY

**ARTICLE VII.**  
**PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

1800 North Bayshore Drive  
Miami, Florida 33132

**ARTICLE VIII.**  
**DIRECTORS**

The initial Board of Directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The names and addresses of the two (2) members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS FOR BOTH:</u>
WILLIAM H. McFEELY	1800 North Bayshore Drive Miami, Florida 33132
WILLIAM F. ADER III	

**ARTICLE IX.**  
**INCORPORATOR**

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM H. McFEELY	1800 North Bayshore Drive Miami, Florida 33132

**ARTICLE X.**  
**OFFICERS**

The name and address and title of the initial officers(s) of the Corporation are:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
WILLIAM H. McFEELY, President/ Secretary	(As to Both) 1800 North Bayshore Drive Miami, Florida 33132
WILLIAM F. ADER II, Vice President/ Treasurer	

**ARTICLE XI,  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted law.

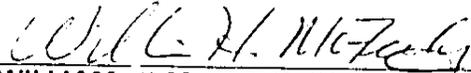
**ARTICLE XII,  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER  
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XIII,  
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day June, 1995.

  
WILLIAM H McFEELY, INCORPORATOR

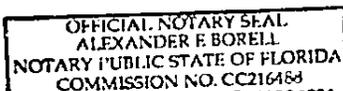
STATE OF FLORIDA        }  
                                  {ss.:  
COUNTY OF DADE        }

THE FOREGOING instrument was acknowledged before me this 29 day of JUNE, 1995 by WILLIAM H. McFEELY, as Incorporator of ADMAC, INC., a Florida corporation, on behalf of the corporation, who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.

  
PRINT NAME: Alexander E. Borell  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION N°

My Commission Expires:

Notary Seal:



CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT ADMAC, INC., desiring to organize or qualify under the  
laws of the State of Florida with its principal place of business at the CITY OF  
MIAMI, STATE OF FLORIDA, has named WILLIAM H. McFEELY, whose address is  
1800 North Bayshore Drive, Miami, Florida 33132, as its Agent to accept service  
of process.

SIGNATURE: William H. McFeely  
DATE: 6/29/95

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 I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: William H. McFeely  
DATE: 6/29/95

FILED  
95 JUL -7 PM 3:58  
TALLAHASSEE FLORIDA