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CAPITAL BANK BUILDING  
115 NORTHWEST 107TH STREET  
NORTH MIAMI BEACH, FLORIDA 33189

July 18, 1995

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BROWARD (305) 524-0800  
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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Schockett and Pincus, Inc.

Dear Sir:

Enclosed please find an original and two copies of the Articles of Incorporation for Schockett and Pincus, Inc. along with our check in the amount of \$122.50, payable to the Secretary of State.

Upon completion of filing the above Articles of Incorporation, kindly return a copy in the enclosed self-addressed stamped envelope provided for your convenience.

If you should have any questions, do not hesitate to contact the undersigned.

Very truly yours,

*Howard F. Ullman*  
HOWARD F. ULLMAN

HFU:lca  
Enclosures  
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7/25/95  
*[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**SCHOCKETT AND PINCUS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**1. Name.**

The name of this corporation is **SCHOCKETT AND PINCUS, INC.**

**2. Duration.**

The period of its duration is perpetual.

**3. Nature of Business.**

The general nature of the business to be transacted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**4. Capital Stock.**

The corporation is authorized to issue 100 shares, all of one class, at \$5.00 par value.

**5. Principal Office and Registered Agent.**

The name and address of the initial registered agent and principal office of this corporation, which are one and the same is as follows:

JULES PINCUS  
11900 S.W. 72 Place  
Miami, Dade County, Florida 33156

**6. Initial Board of Directors.**

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

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

JULES PINCUS  
11900 S.W. 72 Place  
Miami, Dade County, Florida 33156

7. Incorporator.

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

JULES PINCUS  
11900 S.W. 72 Place  
Miami, Dade County, Florida 33156

8. Amendment of Articles.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. Non-resident Directors.

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

10. Pre-emptive Rights.

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

11. Management of Corporation by Directors.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

12. General Powers.

This corporation shall have the general power:

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, and prove, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

D. To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida General Corporation Act.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

G. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish either pension plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

13. Meetings by Conference Telephone.

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or other similar communications equipment as provided by law; but regular and annual meetings of the Board of Directors must be attended in fact in person by each director.

14. Director Conflict of Interest.

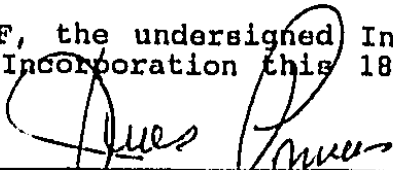
A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board of directors or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of July, 1995.

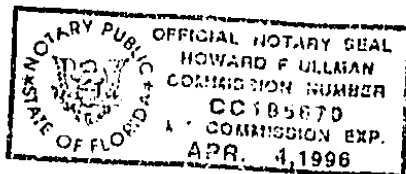
  
Jules Pincus, Incorporator


I hereby am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.

  
Jules Pincus, Registered Agent

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 18th day of July, 1995 by Jules Pincus who is personally known to me and who did take an oath.



  
Howard F. Ullman  
Notary Public