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LAW OFFICES  
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July 20, 1995

Secretary of State  
State of Florida  
Corporate Records Bureau  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

800001543149  
-07/21/95--01045--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Pursuit Partners, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for filing, along with our check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy of the Articles	52.50
Registered Agent Fee	35.00

Please return a certified copy of the Articles of Incorporation in the enclosed self addressed stamped envelope.

Very truly yours,

IRWIN M. FROST, P.A.



Rosie Zamora  
Secretary to the firm

/rz  
Encls.  
lcoc402a.02a

FILED  
95 JUL 21 PM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

95 JUL 21 PM 8:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **PURSUIT PARTNERS, INC.**

**ARTICLE II**

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE V

The street address of the initial registered agent and the initial registered office of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, FL 33131 and the initial registered agent of the corporation at that address is IRWIN M. FROST. The mailing address of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, FL 33131.

#### ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

#### ARTICLE VII

The name and street address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Irwin M. Frost	1101 Brickell Avenue Suite 1400 Miami, FL 33131
Dr. Laurence Gardner	1747 Espanola Way Miami, FL 33133
Dr. Richard Greenman	9701 S.W. 72nd Court Miami, FL 33156

#### ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communi-

cations equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

#### ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE X

The name and street address of the incorporator signing these articles is:

Name

Address

Irwin M. Frost

1101 Brickell Avenue  
Suite 1400  
Miami, FL 33131

#### ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

EXECUTED at Miami, Florida, this 20th day of July, 1995.

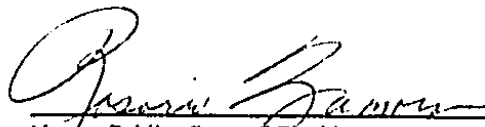
  
\_\_\_\_\_  
IRWIN M. FROST

STATE OF FLORIDA    )

COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the person who subscribed to the foregoing Articles of Incorporation of and acknowledged that she freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

**SWORN AND SUBSCRIBED** before me this 20th day of July, 1995.

  
Notary Public, State of Florida  
at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. DEC. 26, 1995  
BONDED THRU GENERAL INS. UND.

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

**FILED**

95 JUL 21 PM 8:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

**PURSUIT PARTNERS, INC.**

desiring to organize under the laws of the State of Florida, hereby designates IRWIN M. FROST its registered agent and 1101 Brickell Avenue, Suite 1400, Miami, FL 33131 as its registered office.

**ACCEPTANCE**

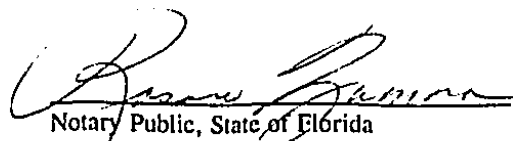
Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

  
\_\_\_\_\_  
IRWIN M. FROST

STATE OF FLORIDA    )  
                              :  
COUNTY OF DADE    )

**BEFORE ME**, the undersigned authority, personally appeared **IRWIN M. FROST**, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

**SWORN AND SUBSCRIBED** before me this 20th day of July, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large  
My Commission Expires:

1cpc402a.01a

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP DEC 26, 1995  
BONDED THRU GENERAL INS. UNID.