



1401 HAYS STREET  
TALLAHASSEE, FL 32304  
904 221-1100 FAX  
800-342-8086  
**P9500063565**

ACCOUNT NO. : 072100000032

REFERENCE : 660714 116184A

AUTHORIZATION : *Patricia Project*

COST LIMIT : 970.00

ORDER DATE : August 16, 1995

ORDER TIME : 3:11 PM

ORDER NO. : 660714

1000011500000000

CUSTOMER NO: 116184A

CUSTOMER: Glen H. Waldman, Esq  
SILVER & WALDMAN, P.A.

Suite 902  
800 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: SWS INC.

FILED  
95 AUG 16 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

**E. BROWN** AUG 17 1995

ARTICLES OF INCORPORATION  
OF  
SWS MANAGEMENT, INC.

FILED  
95 AUG 16 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SWS MANAGEMENT, INC.

The address of the principal office of this corporation shall be c/o Silver & Waldman, P.A., 800 Brickell Avenue, Suite 902, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

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 United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Scott W. Segan	c/o Silver & Waldman, P.A.
Dir./Pres.	800 Brickell Avenue, Suite 902
	Miami, Florida 33131

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 16, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

SILVER &  
WALDMAN, P.A.

SUITE 902  
800 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-4567  
FACSIMILE (305) 374-3338

September 5, 1995

000001581077  
-09/11/95--01015--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

RE: Change of Corporate Registered Agent

To Whom it May Concern:

Enclosed please find the filing fee check in the amount of \$35.00 and the completed Statement of Change of Registered Office or Registered Agent for the following Corporation:

SWS Management, Inc.  
Corporation #P95000063565

Please process the document and initiate the changes as requested. Should you require any further information, please don't hesitate to contact me at (305) 374-4567.

Sincerely,

*Patricia Leid*  
Patricia Leid  
Paralegal

Enclosures

SH SEP 12 1995

Change of RA

RECEIVED  
DIVISION OF CORPORATIONS  
SEP 12 1995  
95 SEP -8 PM 2:28

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: SWS MANAGEMENT, INC.

1b. Date of incorporation August 16, 1995 Document number P95000063565

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

GLEN H. WALDMAN

Silver & Waldman, P.A., Suite 902, 800 Brickell Ave., Miami, FL 33131

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X SCOTT W. SEGEN

SCOTT W. SEGEN, PRESIDENT

X 8-28-95 SIGNATURE

Typed or printed name and title

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

(Registered Agent)

DATE 8/30/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

SILVER &  
WALDMAN, P.A.

SUITE 902  
400 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-4567  
FACSIMILE (305) 374-3338

September 8, 1995

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

Re: Assignment of Employer Identification Number  
SWS Management, Inc.

Dear Administrator:

The attached SS-4 form indicates the newly assigned Employer Identification Number for the SWS Management, Inc. entity. Please add the #65-0604243 to your records for SWS Management, Inc. Thank you for your assistance.

Very truly yours,

SILVER & WALDMAN, P.A.

*Patricia Leld*  
Patricia Leld

cc: Scott Segen

Enclosure

#P95000063565<sup>①</sup>

2

SS-4

## Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, certain individuals, and others. See instructions.)

EIN 60-0501243

OMB No. 1545-0003  
Expires 12-31-98Form  
Rev. December 1993  
Department of the Treasury  
Internal Revenue Service

Please type or print clearly	1 Name of applicant (Legal name) (See instructions.) SWS Management, Inc.		3 Executor, trustee, "care of" name c/o Silver & Waldman, P.A.											
	2 Trade name of business, if different from name in line 1 same as above		5a Business address, if different from address in lines 4a and 4b											
	4a Mailing address (street address) (room, apt., or suite no.) 800 Brickell Ave, Suite 902													
	4b City, state, and ZIP code Miami, Florida 33131		6b City, state, and ZIP code											
	6 County and state where principal business is located Dade County													
7 Name of principal officer, general partner, grantor, owner, or trustee--SSN required (See instructions.) ▶ 176-42-1849 Scott W. Segen														
8a Type of entity (Check only one box) (See instructions.)														
<input type="checkbox"/> Sole proprietor (SSN) <input type="checkbox"/> Estate (SSN of decedent) <input type="checkbox"/> Trust <input type="checkbox"/> REMIC <input type="checkbox"/> Personal service corp. <input type="checkbox"/> Plan administrator-SSN <input type="checkbox"/> Partnership <input type="checkbox"/> State/local government <input type="checkbox"/> National guard <input checked="" type="checkbox"/> Other corporation (specify) Subchapter S <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Other nonprofit organization (specify) <input type="checkbox"/> Federal government/military <input type="checkbox"/> Church or church controlled organization <input type="checkbox"/> Other (specify) ▶ (enter GEN if applicable)														
8b If a corporation, name the state or foreign country (If applicable) where incorporated ▶ State Florida Foreign country														
9 Reason for applying (Check only one box)														
<input checked="" type="checkbox"/> Started new business (specify) ▶ Mgmt. Co. <input type="checkbox"/> Changed type of organization (specify) ▶ <input type="checkbox"/> Hired employees <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a pension plan (specify type) ▶ <input type="checkbox"/> Created a trust (specify) ▶ <input type="checkbox"/> Banking purpose (specify) ▶ <input type="checkbox"/> Other (specify) ▶														
10 Date business started or acquired (Mo., day, year) (See instructions.) August 16, 1995														
11 Enter closing month of accounting year. (See instructions.) December 31st														
12 First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) ▶ 9-1-95														
13 Enter highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0."														
<table border="1"> <tr> <th>Nonagricultural</th> <th>Agricultural</th> <th>Household</th> </tr> <tr> <td>1</td> <td>0</td> <td>0</td> </tr> </table>					Nonagricultural	Agricultural	Household	1	0	0				
Nonagricultural	Agricultural	Household												
1	0	0												
14 Principal activity (See instructions.) ▶ management company														
15 Is the principal business activity manufacturing? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No														
If "Yes," principal product and raw material used ▶														
16 To whom are most of the products or services sold? Please check the appropriate box. <input type="checkbox"/> Business (wholesale) <input type="checkbox"/> Public (retail) <input checked="" type="checkbox"/> Other (specify) ▶ mgmt. services to related businesses <input type="checkbox"/> N/A														
17a Has the applicant ever applied for an identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Note: If "Yes," please complete lines 17b and 17c.														
17b If you checked the "Yes" box in line 17a, give applicant's legal name and trade name, if different than name shown on prior application.														
Legal name ▶ Trade name ▶														
17c Enter approximate date, city, and state where the application was filed and the previous employer identification number if known.														
<table border="1"> <tr> <th>Approximate date when filed (Mo., day, year)</th> <th>City and state where filed</th> <th>Previous EIN</th> </tr> <tr> <td></td> <td></td> <td></td> </tr> </table>					Approximate date when filed (Mo., day, year)	City and state where filed	Previous EIN							
Approximate date when filed (Mo., day, year)	City and state where filed	Previous EIN												
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.														
Business telephone number (include area code)														
Name and title (Please type or print clearly) ▶ Scott W. Segen 1-305-576-3207														
Signature ▶ Date ▶ 8-23-95														
Note: Do not write below this line. For official use only.														
Please leave blank ▶														
<table border="1"> <tr> <th>Page</th> <th>Ind</th> <th>Class</th> <th>Size</th> <th>Reason for applying</th> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>					Page	Ind	Class	Size	Reason for applying					
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