

ATTORNEYS AT LAW
FIRST UNION FINANCIAL CENTER
200 SOUTH BEACH AVENUE
SUITE 1050
MIAMI, FLORIDA 33131-2391
TELEPHONE: (305) 371-4100
TELEFAX: (305) 371-2024

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SSA C

Schantz
Schatzman
Aaronson
& Cahan, P.A.

January 17, 1996

FLORIDA SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE:

Orchid Tree Corp.
(Our File No.: 30224.01)

Gentlemen:

Enclosed herewith please find original Articles of Incorporation with respect to the above corporation, together with a check drawn on my Trust Account in the sum of \$122.50, payable to the Florida Secretary of State.

Would you please be good enough to file the enclosed Articles of Incorporation and forward to me a copy thereof after filing.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.



IRVING SHIMOFF
Of Counsel

IS/rp
Encls.

JAN 23 1996 BSR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ORCHID TREE CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is ORCHID TREE CORP. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, Suite 1050, 200 South Biscayne Boulevard, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is Suite 1050, 200 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, Suite 1050, 200 South Biscayne Boulevard, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of January, 1996.



IRVING SHIMOFF, Incorporator

**ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

ORCHID TREE CORP.


IRVING SHIMOFF, Incorporator

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