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TALLAHASSEE, FL 32301-9000  
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PRESTON HALL LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE Patricia Pysuits 183970 8306A

AUTHORIZATION :

COST LIMIT : \$ 122.50

96 DEC 11 AM 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 11, 1996

ORDER TIME : 12:52 PM

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ORDER NO. : 183970-005

CUSTOMER NO: 8306A

CUSTOMER: Ms. Carol L. Rosen  
MANELLA & KLAPHOLZ, LLP.

Suite 212  
2500 Hollywood Boulevard  
Hollywood, FL 33020

RECEIVED  
SECRETARY OF STATE

DOMESTIC FILING

NAME: WESTMOUNT MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

KA  
12-12-96

ARTICLES OF INCORPORATION  
OF  
WESTMOUNT MANAGEMENT, INC.

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SEC. 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:

WESTMOUNT MANAGEMENT, INC.

The address of the principal office of this corporation shall be 7334 Lake Worth Drive, Lake Worth, Florida 33467, 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 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays 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. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The names and street addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
David Ezagui	7334 Lake Worth Drive Lake Worth, Florida 33467

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
David Ezagui Pres./V.Pres./Sec./Treas.	7334 Lake Worth Drive Lake Worth, Florida 33467

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. RESTRICTION OF NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

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TALLAHASSEE, FLORIDA

ARTICLE XII. 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 XIII. INCORPORATOR

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

Gail L. Shelby  
Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 11, 1996.

Gail Shelby  
Its Agent, Gail Shelby  
Incorporator

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TALLAHASSEE FLORIDA

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.

By: *Gail Shelby*  
Its Agent, Gail Shelby  
Authorized Service Representative  
Corporation Service Company

GLS/gls