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January 31, 1996

**FEDERAL EXPRESS**

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RECEIVED 1 FEB 28 1996  
-02/01/96--01055--0002  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of Marker 88, Inc.

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation for Marker 88, Inc. Please file the Articles of Incorporation and return one (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees.

Thank you for your assistance in this matter.

Very truly yours,

  
Peter H. Schmidt

PHS/cf  
Enclosures

SN FEB - 5 1996

TALLAHASSEE, FLORIDA  
FEB 1 1996  
11:29

ARTICLES OF INCORPORATION  
OF

MARKER 88, INC.

FILED  
96 FEB -1 AM 11:29  
TALLAHASSEE, FLORIDA

FILED  
1/31/1996

ARTICLE I  
NAME

The name of the corporation is Marker 88, Inc.

ARTICLE II  
PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

a. At all meetings of the shareholders the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon.

b. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing as of January 31, 1996.

ARTICLE V  
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 400 South Dixie Highway, Suite 421, Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432, and the name of the registered agent of the corporation at that address is PETER H. SCHMIDT.

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have ONE (!) Director initially. The number of Directors may be either increased or diminished from time

to time by the Bylaws but shall never be less than ONE (1). The name and address of the initial Director of this corporation is:

| <u>NAME</u>      | <u>ADDRESS</u>  |
|------------------|---|
| Stanley J. Brady | 400 South Dixie Highway<br>Suite 421<br>Boca Raton, Florida 33432 |

**ARTICLE VIII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE IX**  
**INDEMNIFICATION**

This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

**ARTICLE X**  
**INCORPORATOR**

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

Stanley J. Brady  
400 South Dixie Highway  
Suite 421  
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of January, 1996.

  
STANLEY J. BRADY, Incorporator


STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STANLEY J. BRADY, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 31st day of January, 1996.



D CAPURRO  
My Commission CC380083  
Expires Jan. 07, 1998  
Bonded by HAI  
800-422-1835

  
Name: D Capurro  
Notary Public,  
State of Florida at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.

  
PETER H. SCHMIDT

EL PASO, TEXAS  
JAN 31 1996

1996-1 JAN 31 29