

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0111
904-222-0111 FAX

800-342-8086



network

PROFESSIONAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 07110001032

REFERENCE : 062900 4303929

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : February 20, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 062900

600001727256

CUSTOMER NO: 4303929

CUSTOMER: Myrna Anne Norman, Legal Asst
GREENBERG TRAUBIC HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CORB P.A.A. CORP.

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: CARINA DUNLAP

EXAMINER'S INITIALS:

T. BROWN MAR - 1 1996

FILED
96 FEB 20 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

GREENBERG ATTORNEYS AT LAW TRAURIG

Leonard J. Adler
Fernando C. Alonso
Gosar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
James L. Buechus
Fred W. Daggett
Kerri L. Harsh
Hilarie Bass
V. Dawn Belghey
Norman J. Bonford
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark F. Bideau
Lawrence Jon Biehl
Mark B. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Francis B. Brogan, Jr.
Burt Bruton
Gabriel Bulgas
Bernardo Burstein
David R. Chase
Michael J. Cherniga
Ary Chouke
Sue M. Cobb
C. Deryl Couch
Miguel A. De Grandy
Alan T. Dimond

Linda A. Dougherty
Candace R. Duff
William B. Eck
Arthur J. England, Jr.
Gary M. Epstein
Andrea F. Fisher
Jorge L. Freeland
Jeffrey B. Fried
Robert F. Friedman
Robert G. Gang
Richard G. Garrett
Brian K. Gatt
David J. George
Jeffrey Gilbert
Laurie L. Gilson
Bruce H. Giles-Klein
Richard J. Glusko
Lawrence Goldsky
Joel K. Goldman
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew B. Gorman
Dianne Greenberg
Robert L. Grossman
Barbara A. Hall
Paige A. Harper
Fred E. Harris, Jr.
Steven M. Hoffman
Alberto M. Hernandez
Jeffrey A. Hirsch

Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horkey
John Harrison Hough
Andrew Hulsh
John B. Hutton
Lisa Ippolito
Keith A. James
Martin Kalla
Steven M. Kateman
David S. Keith
Holly W. Kimmel
Shepard Kling
Steven J. Kravitz
Alan S. Krischer
J. D. Boone Koerster
Christopher L. Kurzman
Ronald G. LaFace
Custavo J. Lamelas
Steve A. Landy
Steven D. Lapidus
Linda E. Larrea
Nancy B. Lash
Moshe M. Leiferfeld
James P. S. Leishaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Loumiet
Juan P. Loumiet
Bruce E. Macdonough

Alfred J. Malefatto
Samantha D. Malloy
Fernando Margarit
Ines Martinez-Priego
Curtis J. Martin
Pedro A. Martin
Roberto Martinez
Pedro J. Martinez-Fraga
Joel D. Maser
Juan J. Mayak, Jr.
Craig T. McClung
Robert H. McDonald
Teresa J. Monte
Janice W. Newman
Maury R. Olicker
Rebecca R. Orand
Debbie M. Orshofsky
Allene Ortega
A. Friesner Pardo
Steven J. Pardo
Rose Parish-Ramson
Michael G. Park
Marshall R. Pasternack
Sylvia S. Penney
Sheldon S. Pollak
Roberto R. Pupo
Albert D. Quentel
Daniel E. Reed
C. Ryan Reta
Barry Scott Richard
Douglas J. Ribstone
Andres Rivera

A. Jeffrey Robinson
Kenneth R. Robinson
Raquel A. Rodriguez
Marvin S. Rosen
Richard A. Rosenbaum
Eric D. Rosenberg
Donald M. Rosenbaum
David L. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Frank Serugga
Randy J. Shaw
Paul A. Shelowitz
Brian J. Sherr
Lawrence Silverman
Marlene K. Silverman
Holly R. Skolnick
Denise Mendez Smith
Lari A. Soebin
Charles E. Silver, Jr.
Joel L. Stocker
Douglas R. Thornburg
Robert H. Traurig
Peter L. Tunik
Merrill A. Ulmer
Brian J. Walsh
Keith Wasserman
Fern S. Wells
Elise D. Weakley

Gary Weinfeld
Jeffrey Weithorn
David E. Wells
Randall D. West
Howard W. Whitaker
Kelly Whiter
William S. Wilson
Jerrold A. Wise
Timothy D. Wolfe
Linda G. Woron
Arthur C. Young
Julie A. Zahner
Robert A. Zion

Of Counsel

Arnold J. Hoffman
Patricia Menendez Camba
Ambler H. Moss, Jr.
Patrick T. O'Brien
Allan Saladin
Paul E. Shapiro
B. Allan Shore
Marc M. Watson
Julie A.S. Williamson

Melvin N. Greenberg
(1928-1994)

Myrna Anne Norman
(305) 789-5375

February 27, 1996

**Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314**

Re: COBB P.A.A. CORP.

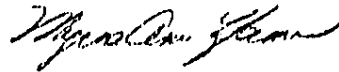
Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
February 27, 1996
Page 2

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Anne Norman".

Myrna Anne Norman
Legal Assistant



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 29, 1996

6SC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: COBB P.A.A. CORP.
Ref. Number: W96000004571

*resubmitting -
Please give original
date 4/1/96*

We have received your document for COBB P.A.A. CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 496A00008963

RECEIVED
96 FEB 29 PM 3:18
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

COBB P.A.A. CORP.

FILED
96 FEB 28 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is COBB P.A.A. CORP. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2333 Ponce de Leon Blvd., PH 1111, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the member of the initial Board of Directors who is to serve as the Corporation's sole director until his successor is duly elected and qualified is:

Andrew Weston

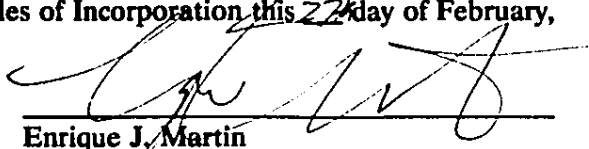
ARTICLE VII

The name of the Incorporator is Enrique J. Martin and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of February, 1996.


Enrique J. Martin
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of COBB P.A.A. CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Registered Agent
GAIL SHELBY, AS AGENT

DATED: February 29 1996.

FILED
96 FEB 29 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100 HAYS STREET
TALLAHASSEE, FL 32301
904-224-0300
80-142-8000
P96000019055
FILED

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

96 MAR -8 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE FILE # 10257000000000000000
FILING TYPE # 10257000000000000000
AUTHORIZATION #
CONTACT PERSON #
CONTACT PHONE #

Leticia Pizito

ORDER REF # 10257000000000000000

ORDER TYPE # 10257000000000000000

ORDER NO. # 10257000000000000000

200001737402

CORPORATE FILE # 10257000000000000000

CORPORATE # Myra Marie Hoffman, Corp. 1001
Greenwood, Trussell Hoffman
2501 E. Ave
12700 Berkeley Avenue
Miami, FL 33141-3430

CORPORATE FILE # 10257000000000000000

FEES: CORPORATE FILING

☒ ARTICLES OF AMENDMENT
☐ REVISED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL ANN OF

N. HENDRICKS MAR - 8 1996

EXCHANGER'S OFFICE:

RECEIVED
96 MAR -8 AM 11:07
OFFICE OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
COBB P.A.A. CORP.**

FILED
96 MAR -8 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **COBB P.A.A. CORP.** (the "Corporation"), **CHARTER #96000019055**, filed on February 28, 1996.

2. The following amendment of the Articles of Incorporation was adopted by the Sole Incorporator (prior to the issuance of any shares, shareholder approval not being required) of the Corporation on the 6th day of March, 1996, in the manner prescribed by §607.1005 of the Florida Business Corporation Act:

RESOLVED, that Article I of the Articles of Incorporation be, and it hereby is amended to read as follows:

"ARTICLE I

The name of the Corporation shall be:

EAL ASSET COMPANY NO. 2, INC.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

COBB P.A.A. CORP. a Florida corporation

BY:


ENRIQUE J. MARTIN, Sole Incorporator