

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-7733 FAX

800-222-8086



RECEIVED  
MAR -1 PM 2:09  
DIVISION OF CORPORATION

*99600019330*

CUSTOMER NO: 4303929

REFERENCE #: 066521 4303929

AUTHORIZATION #

*Patricia Pyzdek*

COST LIMIT: ~~14.25~~ *13.25*

ORDER DATE: March 1, 1996

ORDER TIME: 11:23 AM

ORDER NO.: 066521

CUSTOMER NO: 4303929

000001729550

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

DOMESTIC FILING

NAME: EAL ASSET HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS: **T. BROWN** MAR - 4 1996

FILED  
96 MAR -1 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# GREENBERG TRAURIG ATTORNEYS AT LAW

Leonard J. Adler  
Fernando C. Alonso  
Cesar L. Alvarez  
Lillian Armas  
Daniel H. Aronson  
David C. Ashburn  
Charles M. Auslander  
James L. Barchus  
Fred W. Bigger  
Keri L. Birsch  
Hilario Bass  
V. Dawn Belghey  
Norman J. Benford  
Dale S. Bergman  
Paul Berkowitz  
Bridget Berry  
Mark E. Bileau  
Lawrence Jon Biellby  
Mark D. Bloom  
Reginald L. Boothillier, Jr.  
Howard Breeman  
Francis H. Breman, Jr.  
Burt Bruton  
Gabriel Bulgus  
Bernardo Burstein  
David H. Chase  
Michael J. Chermiga  
Ary Chouko  
Sue M. Colib  
C. Deryl Couch  
Miguel A. De Grandy  
Alan T. Dimond

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

Kenneth C. Hoffman  
Larry J. Hoffman  
Kenneth A. Hucky  
John Harrison Hough  
Andrew Hulsh  
John B. Hutton  
Felix Iglesias  
Keith A. James  
Martha Kall  
Steven M. Kataman  
David S. Kaula  
Holly W. Kimmel  
Shepard King  
Janice J. Kravitz  
Alan S. Krieger  
J. D. Duane Kuestelner  
Christopher L. Kuznet  
Ronald C. LaFace  
Gustavo J. Lameelas  
Steven A. Landy  
Steven D. Lapidus  
Linda E. Larras  
Nancy D. Lash  
Masha M. Leinfeld  
James P. S. Leshaw  
Marc S. Levin  
Oscar Levin  
Michael P. Levinson  
Norman H. Lipoff  
Carlos E. Louniet  
Juan P. Louniet  
Bruce E. Macdonough

Alfred J. Malofatto  
Samantha D. Malloy  
Fernando Margalit  
Ines Marrero-Pileguas  
Enrique J. Martin  
Felix A. Martin  
Roberto Martinez  
Pablo J. Martinez-Fraga  
Joel D. Mauer  
Juan J. Mayol, Jr.  
Craig T. McClurg  
Robert H. McDonnell  
Teresa J. Moore  
Janice W. Newman  
Maury H. Olsher  
Rebecca H. Orand  
Debbie M. Orshesky  
Alleen Ortega  
A. Friesner Pardo  
Steven J. Pardo  
Rose Parikh-Hammon  
Michael G. Park  
Marshall H. Pasternack  
Sylvia S. Penneya  
Sheldon S. Polish  
Roberto H. Pope  
Albert D. Quentel  
Daniel E. Reed  
C. Ryan Reed  
Harry Scott Richard  
Douglas L. Rillstone  
Andrés B. Rizo

A. Jeffrey Robinson  
Kenneth D. Robinson  
Raquel A. Rodriguez  
Marvin S. Rosen  
Richard A. Rosenbaum  
Eric D. Rosenberg  
Harold M. Rosengarten  
David L. Ross  
Stephen D. Sanford  
Gary A. Saul  
Elliot H. Scherker  
Mark P. Schnapp  
Clifford A. Schulman  
Frank Scruggs  
Handy J. Shaw  
Paul A. Shelowitz  
Brian J. Sherr  
Lawrence Silverman  
Marlene K. Silverman  
Holly H. Skolnick  
Denise Mendes Smith  
Lori A. Sorbin  
Charles E. Silver, Jr.  
Joel L. Stocker  
Douglas R. Thornburg  
Robert H. Taurig  
Peter L. Toole  
Merrill A. Ulmer  
Brian J. Walsh  
Keith Wassercroft  
Fern S. Watts  
Elisa D. Weakley

Gary Weinfeld  
Jeffrey Weithorn  
David E. Wells  
Bradford D. West  
Howard W. Whitaker  
Kelly Whitter  
William S. Wilson  
Jerold A. Wish  
Timothy D. Wolfe  
Linda G. Worton  
Arthur C. Young  
Julie A. Zahner  
Robert A. Zinn

## Of Counsel

Arnold J. Hoffman  
Patricia Menendez Cambo  
Amber H. Moss, Jr.  
Patrick T. O'Brien  
Allan Salavin  
Paul E. Shapiro  
H. Allan Shore  
Marc M. Watson  
Julie A.S. Williamson

Melvin N. Greenberg  
(1928-1994)

Myrna Anne Norman  
(305) 789-5375

February 29, 1996

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

Re: EAL ASSET HOLDING, INC.

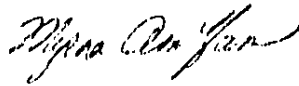
Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

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 29, 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

**ARTICLES OF INCORPORATION**

**OF**

**EAL ASSET HOLDING, INC.**

FILED  
96 MAR -1 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is EAL ASSET HOLDING, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 9300 N.W. 36th Street, Miami, Florida 33178.

**ARTICLE III**

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

| <b><u>Number of Shares</u></b><br><b><u>Authorized</u></b> | <b><u>Par Value</u></b><br><b><u>Per Share</u></b> | <b><u>Class of</u></b><br><b><u>Stock</u></b> |
|------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------|
| 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:

John J. Sicilian

#### **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 28<sup>th</sup> day of February, 1996.

  
Enrique J. Martin  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of EAL ASSET HOLDING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

**EAL ASSET HOLDING, INC.**

By: Laura P. Wung  
Registered Agent

As agent, Corporation Service Company

DATED: February 29, 1996.

FILED  
96 MAR -1 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA