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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CSC networks**  
PRACTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 009000 4303929

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 122.50

ORDER DATE : March 20, 1996

ORDER TIME : 1:42 PM

ORDER NO. : 009000

CUSTOMER NO: 4303929

800001751658

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3230

DOMESTIC FILING

NAME: ISACO MANAGEMENT CORPORATION

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: Maria I. Newport

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

RECEIVED  
96 MAR 20 PM 3:08  
DIVISION OF CORPORATION

3-21-96  
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**ARTICLES OF INCORPORATION  
OF  
ISACO MANAGEMENT CORPORATION**

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**ARTICLE I**

The name of the corporation is ISACO MANAGEMENT CORPORATION, (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is: 3651 N.W. 79th Avenue, Miami, Florida 33166.

**ARTICLE III**

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Series</u>	<u>Class of Stock</u>
10,000	\$ 0.01	Class "A"	Voting Common
10,000	\$ 0.01	Class "B"	Non-Voting Common

The holders of the Class "A" Common Voting Stock and the holders of the Class "B" Non-Voting Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class "B" Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

**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.

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#### ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Steven B. Lapidus**.

#### 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 two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Isaac Zelcer  
3651 N.W. 79th Avenue  
Miami, Florida 33166

Leya Zelcer  
3651 N.W. 79th Avenue  
Miami, Florida 33166


#### ARTICLE VII

The name and address of the Incorporator is Steven B. Lapidus, 1221 Brickell Avenue, Suite 2100, 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 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 on this 19th day of March, 1996.

  
\_\_\_\_\_  
STEVEN B. LAPIDUS,  
Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of ISACO MANAGEMENT CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

*Steven B. Lapidus*

STEVEN B. LAPIDUS,  
Registered Agent

Dated: March 19, 1996.

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