

Michael A. Shapiro

Law Offices

Irwin S. Gars

Robert Dixon

Of Counsel

April 12, 1996

Via Two Day Priority Mail

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for *Preferred Sites, Inc.*

Dear Sir or Madam:

I am enclosing herewith:

1. First Union National Bank Official Check #000350343 in the sum of \$122.50 in payment of the filing and certified copy fees for the enclosed Articles of Incorporation.
2. Two fully executed copies of the Articles of Incorporation for *Preferred Sites, Inc.*

Please process these documents so that the Articles of Incorporation are properly filed in the State of Florida and return one certified copy to the undersigned as soon as possible.

If you have any questions or require further information, I would sincerely appreciate your calling me collect before you return any documents.

Thank you for your prompt attention and cooperation.

Sincerely,


IRWIN S. GARS

Enclosures

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APR 18 1996

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FILED
05 APR 15 AM 10:31
TALLAHASSEE, FLORIDA
STATE

**ARTICLES OF INCORPORATION
OF
PREFERRED SITES, INC.**

FILED
96 APR 15 AM 10:32
TALLAHASSEE STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **Preferred Sites, Inc.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

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 Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows: Irwin S. Gars, 2665 South Bayshore Drive, Suite M-103, Coconut Grove, Dade County, Florida 33133.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Irwin S. Gars	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133
Howard B. Lenard	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133
Bleema Libman	300 Bayview Drive, #816, North Miami Beach, FL 33160
Ira A. Sussman	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133
Joel Sussman	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Ira A. Sussman, President	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133
Irwin S. Gars, Secretary	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133
Howard B. Lenard, Treasurer	2665 S. Bayshore Drive, M-103, Coconut Grove, FL 33133

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 2665 South Bayshore Drive, Suite M-103, Coconut Grove, Dade County, Florida 33133.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is Irwin S. Gars, 2665 South Bayshore Drive, Suite M-103, Coconut Grove, Dade County, Florida 33133.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 12th day of April, 1996.

Irwin S. Gars
Irwin S. Gars, SUBSCRIBER

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Irwin S. Gars, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this the 12th day of April, 1996.

Carol R. Bendek
NOTARY PUBLIC, STATE OF FLORIDA

Commission Stamp, Seal or Expiration Date:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 4/12/96

Irwin S. Gars
Irwin S. Gars, as REGISTERED AGENT

preferred/PREFERRED.ART