

5/10/96

FLORIDA DIVISION OF CORPORATIONS

4:55 PM

((H96000006711))

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MARRI CORP KIT COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

SUITE 200

MIAMI FL 33133

90000

100 EAST BAY STREET

FAX: (904) 922-0000

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000006711))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DOUGLAS ROAD ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000006711

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/10/1996

TIME REQUESTED: 16:54:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000006711))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:03:3

RECEIVED

96 MAY 13 AM 8:13

DIVISION OF CORPORATIONS

FILED

96 MAY 13 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/13

FILED

26 MAY 13 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOUGLAS ROAD ASSOCIATES, INC.

ARTICLE I
NAME

The name of this Corporation shall be: Douglas Road Associates, Inc.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 500 shares of \$1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI
ADDRESS

The principal office of this corporation shall be located at 100 N.W. 37th Avenue, 5th Floor, Miami, Florida 33125 with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

Prepared by:
JULIO C. ALONSO, Esq. (Bar No. 275670)
JULIO C. ALONSO P.A.
339 Ponce de Leon Blvd.
Suite 1840
Coral Gables, Florida 33134

(305) 441-5910

ARTICLE VII
REGISTERED AGENT

The initial registered office of this corporation shall be 100 N.W. 37th Avenue, 5th Floor, Miami, Florida 33125. The initial registered agent at such address shall be Julio C. Alonso, Esq.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The names and addresses of the Members of the First Board of Directors who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

Julio C. Alonso, Esq.
999 Ponce de Leon Blvd.
Suite 1040
Coral Gables, Florida 33134

ARTICLE X
SUBSCRIBERS

The names and addresses of the subscribers are:

Julio C. Alonso, Esq.
999 Ponce de Leon Blvd.
Suite 1040
Coral Gables, Florida 33134

ARTICLE XI
BY LAWS

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

116000006711

ARTICLE XII
INDEMNIFICATION OF DIRECTORS

Every person who now in or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESSES WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 9th day of May, 1996.


Julio C. Alonso

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED:

FIRST-That DOUGLAS ROAD ASSOCIATES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Coral Gables, State of Florida, has named Julio C. Alonso located at 100 N.W. 37th Avenue, 5th Floor, Miami, Florida as its agent to accept service of process within Florida.

John J. [Signature]
SUBSCRIBER
Dated: May 2, 1911

Dated: May 9, 1996

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

Richard (Dick)
RESIDENT AGENT
Dated: May 9, 19

Dated: May 9, 1996

96 MAY 13 AM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIELD