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PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 978210 6519A

AUTHORIZATION :

COST LIMIT : $ 122.50

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ORDER DATE : June 6, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 978210

CUSTOMER NO: 6519A

700001853607

CUSTOMER: Ellen T. Ali, Legal Assistant
SMITH MACKINNON HARRIS GREELEY
BOWDOIN & EDWARDS, P.A.
P. O. Box 2254

Orlando, FL 32802-2254

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'STIC FILING

NAME: 436 HOFFNER & HOFFNER, INC.

FILED
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EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: CJ 6/6/96

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# ARTICLES OF INCORPORATION

# OF

# 436 HOFFNER & HOFFNER, INC.

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

## ARTICLE I

### Name

The name of the corporation is 436 Hoffner & Hoffner, Inc.

## ARTICLE II

### Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

## ARTICLE III

### Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

## ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock having a par value of $1.00 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Orlando, County of Orange and State of Florida, and its address there shall be, at present, 5401 S. Kirkman Road, Suite 725, Orlando, FL 32819, and the initial registered agent of the Corporation at that address shall be Rashid A. Khatib. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 5401 S. Kirkman Road, Suite 725, Orlando, FL 32819.

## ARTICLE VI

### Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of two (2) directors. The name and street address of the directors of this Corporation are:

Mr. Zahi W. Khouri
505 Park Avenue
8th Floor
New York, New York 10022

Mr. Rashid A. Khatib
5401 S. Kirkman Road
Suite 725
Orlando, FL 32819

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

## ARTICLE VII

### Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Mr. Rashid A. Khatib
5401 S. Kirkman Road
Suite 725
Orlando, FL 32819

## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE IX

### Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE X

### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF,** the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 31 day of May, 1996.

______________________
**Rashid A. Khatib**

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31 day of May, 1996, by **Rashid A. Khatib,** who is [X] personally known to me [__] or who has produced ____________ as identification and who did not take an oath.

RANDALL R. HODGE
Notary Public - State of Florida
My Commission Expires Jan 21, 2000
Commission # CC 525784

______________________
Notary Public

RANDALL HODGE
Print Name Below Signature

______________________
My Commission Expires

______________________
Serial Number

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

436 Hoffner & Hoffner, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Mr. Rashid A. Khatib as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5401 S. Kirkman Road, Suite 725, Orlando, FL 32819.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

**Dated** this 31 day of May, 1996.

**Rashid A. Khatib, Registered Agent**

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