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PHANTALISM ACCOUNT NO. : 07210000032

REFERENCE : 994582

4303929

AUTHORIZATION : '

COST LIMIT :

\$ PREPAID

ORDER DAME: Juno 20, 1996

ORDER TIME: 10:46 AM

ORDER NO. : 994582

CUSTOMER NO: 4303929

CUSTOMER: Eather J. Forbes, Legal Asst GREENBERG TRAURIG HOFFMAN

LIPOFF ROSEN & QUENTEL, P. A.

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME:

COLLIBROOK CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

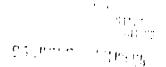
CONTLCT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

800001869688

ARTICLES OF INCORPORATION OF

UV



COLLIBROOK CONSULTANTS INC.

ARTICLE

The name of the corporation is COLLIBROOK CONSULTANTS, INC. (hereinafter called the "Corporation").

ARTICLE

The address of the principal office and the mailing address of the Corporation is: 100 South Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

ARTICLE IY

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

| Number of Shares <u>Authorized</u> | Par Value <u>Per Share</u> | Class of Stock |
|------------------------------------|-------------------------------|----------------|
| 1,000 | \$ 0.01 | 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 no? less than 50 percent of the persons entitled to vote 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 Y

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE YI

The name and address of the Incorporator is Martin Kalb, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VII

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 June, 1996.

MARTIN KALE

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

Corporation Service Company, Registered Agent

Karen B. Rozar

agent

Dated: 20, 1996.