

FLORIDA GROWTH CAPITAL, INC.

June 14, 1996

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*****70.00 *****70.00

Division of Corporations
The George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

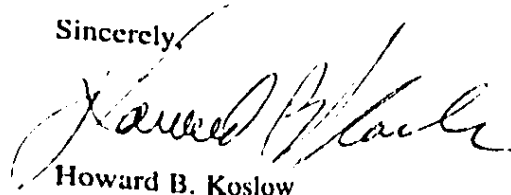
Re: FORUM CAPITAL, INC.

To whom it may concern:

With regard to the above referenced, enclosed please find our Articles of Incorporation and check in the amount of \$70.00 for the filing fee(s).

Upon completion of filing, please forward the State's certificate(s) to the address below.

Sincerely,



Howard B. Koslow
Executive Vice President
Chief Operating Officer

HBK/vjg

Enclosures

1615 Forum Place, Suite 1B, West Palm Beach, FL 33401
Tel: (407) 684-6100 * Fax: (407) 684-6175

ARTICLES OF INCORPORATION
OF
FORUM CAPITAL, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is FORUM CAPITAL, INC. and its principal office and mailing address is 1615 Forum Place, Suite 1B, West Palm Beach, Florida, 33401.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1615 Forum Place, Suite 1B, West Palm Beach, Florida, 33401, and the initial registered agent of the corporation at such address is Joe H. Stravers.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Valery J. Gomont


Address

1615 Forum Place, Suite 1B
West Palm Beach, FL 33401

**CERTIFICATE OF DESIGNATING
REGISTERED AGENT**


Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, E.G.C. COURTYARD, INC., desiring to organize under the laws of the State of Florida, hereby designates Joe H. Stravers, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1615 Forum Place Suite 11B, West Palm Beach, Florida, 33401, the business office of the Registered Agent, as its Registered Office.

FORUM CAPITAL, INC.

By: 
Valery J. Gornont, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

By: 
Joe H. Stravers

ARTICLE VII

By Laws


The power to adopt, alter, amend or repeal by laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees, or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 14th day of June, 1996.

 (SEAL)
Valery J. Gomiont