

P 96000058000

JUL 10 11:10 AM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-00-
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MARFIELD, INC.
FAX AUDIT NUMBER: H96000009541
DATE REQUESTED: 07/10/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 8
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:15:40
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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.
(((H96000009541)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:11:4

FILED
96 JUL 10 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUL 10 PM 1:16
DIVISION OF CORPORATIONS

96-07-10-96

H9600009541

ARTICLES OF INCORPORATION
OF
MARFIELD, INC.

FILED
06 JUL 10 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is MARFIELD, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Miami, Florida 33131.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:

STEPHEN A. FREEMAN
Fla. Bar No. 146795
Freeman, Newman & Buttermann
520 Brickell Key Drive, O-305
Miami, Florida 33131

(305) 374.3800

H9600009541

ARTICLE V**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Stephen A. Freeman.

ARTICLE VII**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first Director of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Stephen A. Freeman

520 Brickell Key Drive
Suite O-305
Miami, Florida 33131

H96000009541

H96000009541

ARTICLE VIII
INCORPORATOR


The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of July, 1996.



Stephen A. Freeman

H96000009541

H96000009541

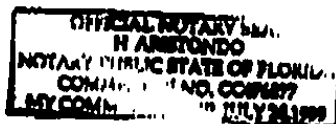
STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared
STEPHEN A. FREEMAN, personally known to me to be the person who
executed the foregoing Articles of Incorporation and he
acknowledged before me according to law, that he made and
subscribed the same for the purpose therein mentioned and set
forth.

WITNESS my hand and official seal in the County and State
named above this 9 day of July, 1996.


Notary Public, State of Florida

My Commission Expires:




Stephen A. Freeman, Registered Agent

H96000009541

H96000009541

JUL-10-1996 12:10

EMPIRE CORPORATE KIT

P.29/29
FILED

96 JUL 10 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Marfield, Inc.
2. The name and address of the Registered agent and office is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature:


Stephen A. Freeman

Title:

Assistant Secretary

Date:

July 9, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:


Stephen A. Freeman

Date:

July 9, 1996

H96000009541

H96000009541