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LAW OFFICES OF  
DAVID M. GOLDSTEIN

100 BOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 378-3535  
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FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DAVID M. GOLDSTEIN

MEMBER OF FL, NY, & NJ BARS

July 5, 1996

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-07/10/96--01066--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
July 5, 1996

Re: S.E.M. Development Corp.

To Whom It May Concern:

Enclosed please find original and one (1) copy of Articles of Incorporation for S.E.M. Development Corp. to be filed with the Secretary of State. I have enclosed my office account check in the sum of \$70.00 representing your fee for same. Please file-stamp the extra copy I have enclosed.

Thank you for your assistance in this matter.

Sincerely,



DAVID M. GOLDSTEIN, ESQ.

DMG:mt  
Enclosures  
F:\DOCS\CLIENT\MALNIK.AL\SECRETARY.LTR

7-11-96

**ARTICLES OF INCORPORATION  
OF  
S.E.M. DEVELOPMENT CORP.**

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**ARTICLE I - NAME**

The name of this corporation is S.E.M. DEVELOPMENT CORP.

**ARTICLE II - DURATION**

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 par value, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

100 S. E. Second Street - Suite 2750  
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

**DAVID M. GOLDSTEIN, ESQUIRE**

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be located at:

100 S.E. 2nd Street, Suite 2750  
Miami, Florida 33131

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

David M. Goldstein  
100 S.E. 2nd Street - Suite 2750  
Miami, Florida 33131

#### **ARTICLE VIII - INCORPORATORS**

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

DAVID M. GOLDSTEIN, ESQ.  
100 S. E. Second Street - Suite 2750  
Miami, Florida 33131

#### **ARTICLE IX - BYLAWS**

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Law.

**ARTICLE X**

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5<sup>th</sup> day of July, 1996.

  
DAVID M. GOLDSTEIN, Incorporator

STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF DADE     )

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 5<sup>th</sup> day of July, 1996.

My Commission Expires:

  
NOTARY PUBLIC, State of Florida at Large



OFFICIAL SEAL  
Martin A. Felgenbaum  
My Commission Expires  
Dec. 21, 1996  
Comm. No. CC 247582

**ACKNOWLEDGMENT AND CONSENT  
OF REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

Having been named initial registered agent to accept service of process on this corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



DAVID M. GOLDSTEIN, ESQUIRE