

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) Prudential Acquisition Corp.  
(CORPORATE NAME & DOCUMENT #)

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-07/15/96--01011--017  
\*\*\*\*100.00 \*\*\*\*100.00

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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5.) \_\_\_\_\_  
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DIVISION OF CORPORATE

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**ARTICLES OF INCORPORATION**  
**PRUDENTIAL ACQUISITION CORP.**

**FIRST:** The name of the corporation (herein referred to as the "Corporation") is Prudential Acquisition Corp.

**SECOND:** The street address and mailing address of the principal office of the Corporation is as follows: 19593-H Northeast Tenth Avenue, North Miami Beach, Florida 33179.

**THIRD:** The purposes of the Corporation are:

A. To purchase, acquire, hold, own, improve, develop, sell, convey, assign, release, mortgage, encumber, use, lease, hire, manage, deal in and otherwise dispose of real property and personal property of every nature, or any interest therein, improved or otherwise; to do every other act or acts and thing or things incidental to or connected with the aforesaid; and

B. To engage in, promote, conduct and carry on any lawful acts or activities for which corporations may be organized under the Business Corporation Act of the State of Florida (the "FBCA").

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock of the par value of One Cent (\$0.01) per share, amounting in the aggregate to Ten Dollars (\$10.00).

**FIFTH:** The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporate Access, Inc., 1116 D, Thomasville Road, Tallahassee, Florida 32303. The name of the initial registered agent of the Corporation at such office is Corporate Access. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the FBCA, is set forth following the signature of the sole incorporator below, and is made a part of these Articles of Incorporation.

**SIXTH:** The name and mailing address of the sole incorporator is as follows:

**Name**

Deborah W. Ford

**Address**

1615 L Street, N.W.  
Suite 400  
Washington, D.C. 20036

SEVENTH: Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

EIGHTH: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a shareholder or a resident of the State of Florida.

NINTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director, except for liability under Section 607.0831 of the FBCA.

If the FBCA is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

Any repeal or modification of the foregoing provisions of this Article NINTH by the shareholders of the Corporation shall not adversely affect any right or protection of the director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article NINTH shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article NINTH.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 607.0850 of the FBCA, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the FBCA or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized:

- A. To make, amend, alter or repeal the Bylaws of the Corporation;
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

C. To set apart out of any funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and to reduce any such reserve in the manner in which it was created; and

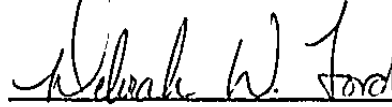
D. To adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

TWELFTH: The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges and discretionary authority granted or conferred herein upon shareholders or directors are granted subject to this reservation.

The undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a business corporation pursuant to the FBCA, does make these Articles of Incorporation, hereby declaring, affirming, acknowledging and certifying, under penalties of perjury, that this is the act and deed of the undersigned and that the facts stated herein are true, and accordingly has hereunto set her hand this 12th day of July, 1996.

SOLE INCORPORATOR

  
Deborah W. Ford

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

**PRUDENTIAL ACQUISITION CORP.**

Having been named as registered agent and to accept service of process for Prudential Acquisition Corp. at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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 under the Business Corporation Act of the State of Florida.

CORPORATE ACCESS, INC.

By: \_\_\_\_\_

*Dany Bennett*

Registered Agent

Dated: July 15, 1996.

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TALLAHASSEE  
FLORIDA

P96000058923

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PRUDENTIAL ACQUISITION CORP., a Florida corporation P96000058923

INTO

**PRUDENTIAL OF FLORIDA INC**, a Florida corporation, 301586

File date: July 26, 1996

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50