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OFFICE USE ONLY

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(Requestor's Name) 343 Almeria Avenue

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

OTHER FILINGS

Annual Report

Fictitious Name

CR2E031(10/92)

Name Reservation

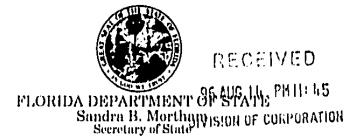
(Phone #)

### CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

(Corporation Name)  (Corporation Name)	· · · · · · · · · · · · · · · · · · ·
(Corporation Name)	· · · · · · · · · · · · · · · · · · ·
(Corporation Name) (Document #)  4. (Corporation Name) (Document #)  Walk in Pick up time Certified Copy  Mail out Will wait Photocopy Certificate of Status	<del></del>
(Corporation Name) (Document #)    Walk in   Pick up time   Certified Copy    Mail out   Will wait   Photocopy   Certificate of Status	
Walk in   Pick up time   Certified Copy     Certificate of Status	
Mail out Will wait Photocopy Certificate of Status	
NEW FILINGS AMENDMENTS	
Profit Amendment	
NonProfit Resignation of R.A., Officer/Director	
Limited Liability Change of Registered Agent	
Domestication . Dissolution/Withdrawal	
Other Merger	



Examiner's Initials



August 13, 1996

AMERILAWYER 343 ALMERIA AVENUE CORAL GABLES, FL 33134

SUBJECT: PYTHIAN GROUP, INC. Rof. Number: W96000016905

We have received your document for PYTHIAN GROUP, INC. and your check(s) totaling \$910.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

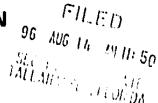
Vickie Whitfield Corporate Specialist

Letter Number: 596A00038485

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## ARTICLES OF INCORPORATION

OF



## PYTHIAN GROUP, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### **ARTICLE 1 - NAME**

The name of the Corporation is **PYTHIAN GROUP**, **INC.**, (hereinafter, "Corporation").

### **ARTICLE 2 - PURPOSE OF CORPORATION**

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

### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 7751 Northeast Bayshore Court, Unit 4C, Miami, Florida 33138 and the mailing address is the same.

### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 343 Almeria Avenue Coral Gables, Florida 33134

### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:

Michael Dickman

Secretary:

Michael Dickman

Treasurer:

Michael Dickman

whose addresses shall be the same as the principal office of the Corporation.



### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Michael Dickman

whose addresses shall be the same as the principal office of the Corporation.

### **ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



## ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or those Articles of Incorporation.

## ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at 800 West Avenue, PH-21, Miami Beach, Florida 33139. The name and address of the registered agent of this Corporation is Mark Spencer, 800 West Avenue, PH-21, Miami Beach, Florida 33139.



### **ARTICLE 13 · BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have herounto set my hand and seal, coknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida, this 12 August 1996.

Elsio Sanchez, Incorporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Mark Spencer, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent of the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Mark Spencer, Registered Agen

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