

1201 HAYS STREET  
FALL HAVEN, VA 22031  
800-343-8866  
P96000077598



PRINTED MAIL  
TELEPHONE & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 089792 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 18, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 089792

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BLUMBERG/BRICKELL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

96 SEP 17 11:23:53  
STATE  
MAYORS

96 SEP 18 10:11:33  
DIVISION OF CORPORATIONS  
RECEIVED  
96

ARTICLES OF INCORPORATION  
OF  
BLUMBERG/BRICKELL, INC.

ARTICLE I

The name of the corporation is BLUMBERG/BRICKELL, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 255 Alhambra Circle, Suite 1100, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 255 Alhambra Circle, Suite 1100, City of Coral Gables, County of Dade, State of Florida 33134, and the name of its initial registered agent at such office is Agnes Arcia.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with

the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Phillip F. Blumberg  
255 Alhambra Circle  
Coral Gables, Florida 33134


#### **ARTICLE VII**

The name of the Incorporator is Nancy Lash and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Nancy Lash - Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of BLUMBERG/BRICKELL, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Agnes Arcia - Registered Agent

Dated: September 17, 1996

RECEIVED  
SEP 17 1996  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA