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SEP 19 1996 (THU) 10:11 AM RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN TEL (305) 374-7580 P. 1/1

9/19/96  
10:11 AM

FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN  
PHONE: (305) 374-7580  
(305) 350-2446

FAX #:

NAME: EDGEWATER ASSOCIATES, INC.

AUDIT NUMBER.....H96000013115

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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374-7580

Fax Audit No. H96- 13115

**ARTICLES OF INCORPORATION  
OF  
EDGEWATER ASSOCIATES, INC.**

**ARTICLE I -- NAME**

The name of this corporation is EDGEWATER ASSOCIATES, INC.

**ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

169 East Flagler Street, Suite 918  
Miami, Florida 33131.

**ARTICLE III -- PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -- CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

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

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

169 East Flagler Street, Suite 918  
Miami, Florida 33131;

and the name and address of the initial registered agent of this corporation are:

**Name**

**Address**

Saul Waksman

169 East Flagler Street, Suite 918  
Miami, Florida 33131.

*This instrument prepared by:*  
Marc J. Stone, Esquire  
Florida Bar No. 724920  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: 305-374-7580

Fax Audit No. H96- 13115

### **ARTICLE VI -- COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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

The Initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

**Name**

**Address**

Saul Waksman

169 East Flagler Street, Suite 918  
Miami, Florida 33131.

### **ARTICLE VIII -- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator are:

**Name**

**Address**

Saul Waksman

169 East Flagler Street, Suite 918  
Miami, Florida 33131.

### **ARTICLE IX -- BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

### **ARTICLE X -- INDEMNIFICATION**


This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

Fax Audit No. H96- 13115

**ARTICLE XI--AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 18<sup>th</sup> day of September, 1996.

  
Saul Waksman, Incorporator and  
Registered Agent